

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND  
SERVICES LTD.,

Plaintiff,

—against—

SUPER CRYPTO MINING, INC. n/k/a  
DIGITAL FARMS, INC. and DPW  
HOLDINGS, INC. n/k/a AULT ALLIANCE,  
INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

**EXHIBIT A**

**TO THE DECLARATION OF RICHARD S. MANDEL IN SUPPORT  
OF PLAINTIFF’S MOTION FOR SUMMARY JUDGMENT**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BLOCKCHAIN MINING SUPPLY AND )  
SERVICES LTD.,

Plaintiff,

vs. ) Civil Action No.  
18-cv-11099-ALC

SUPER CRYPTO MINING, INC.

n/k/a DIGITAL FARMS, INC., )

and DPW HOLDINGS, INC. n/k/a

AULT GLOBAL HOLDINGS, INC., )

Defendants. )

-----)

REMOTE VIDEO-RECORDED DEPOSITION OF  
MILTON "TODD" AULT, III  
AS 30(b)(6) REPRESENTATIVE OF  
DEFENDANT DPW HOLDINGS, INC.  
N/K/A BITNILE HOLDINGS, INC.

Las Vegas, Nevada

Thursday, January 12, 2023

Esquire Deposition Solutions, LLC - Firm Number 008F

Reported by:

JANET C. TRIMMER, CCR, RPR, CRR

JOB NO. 221153

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January 12, 2023

8:50 a.m.

Remote Video-Recorded Deposition of  
MILTON "TODD" AULT, III, as 30(b)(6)  
Representative of Defendant DPW Holdings,  
Inc. N/K/A BitNile Holdings, Inc., before  
Janet C. Trimmer, Certified Court Reporter of  
the State of Nevada and NCRA licensed  
Registered Professional Reporter and  
Certified Realtime Reporter.

1  
2 REMOTE APPEARANCES:  
3

4 Cowan, Liebowitz & Latman

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7 New York, NY 10036

8 BY: Richard Mandel, Esq.

9 Dasha Chestukhin, Esq.  
10  
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15 Weltz Kakos Gerbi Wolinetz Volynsky

16 Attorneys for Defendants

17 170 Old Country Road

18 Mineola, NY 11501

19 BY: Robert Volynsky, Esq.  
20  
21  
22  
23

24 ALSO PRESENT:

25 STEPHAN ANDREYCHUK, VIDEOGRAPHER

## I N D E X

WITNESS	EXAMINATION	PAGE
MILTON "TODD" AULT, III	BY MR. MANDEL	16
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	BY MR. VOLYNSKY	231

## E X H I B I T S

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Exhibit 1	20	First Amended Notice of 30(b)(6) Deposition of Defendant DPW Holdings, INC. N/K/A BitNile Holdings, Inc.
Exhibit 2	22	LinkedIn profile of Todd Ault
Exhibit 3	28	Press Release titled "Digital Power Corp. Achieves Corporate Milestones During Annual Meeting"
Exhibit 4	37	Press Release titled "BitNile Holdings Inc. (NYSE American: Nile) Completes Name and Stock Ticker Symbol Change From Ault Global Holdings, Inc. (NYSE American: DPW)"
Exhibit 5	40	Press Release titled "BitNile Holdings Announces Planned Spin-Offs Creating Four Public Companies"
Exhibit 6	46	Certificate of Incorporation, DEFENDANTS_ 000028 to 000034
Exhibit 7	48	E-mail from Milton Ault III dated 2-22-18, DEFENDANTS_004703 to 004705

///

## 1 EXHIBITS (CONTINUED):

2	NUMBER	PAGE	DESCRIPTION
3	Exhibit 8 <b>Mandel Exhibit F</b>	55	Form 10-K Ault Global Holdings, Inc., fiscal year ending
4			12-31-2020
5	Exhibit 9 <b>Mandel Exhibit G</b>	62	Digital Farms, Inc., Balance Sheet as of December 31, 2018,
6			DEFENDANTS_000001 to 000002
7	Exhibit 10 <b>Mandel Exhibit H</b>	71	E-mail from
8			darren@supercrypto.com dated
9			4-18-18, and attachment,
			DEFENDANTS_004885 to 004897
10	Exhibit 11 <b>Mandel Exhibit I</b>	74	Certificate of Amendment to the
11			Certificate of Incorporation of
12			Super Crypto Mining, Inc.,
13			DEFENDANTS_000003 to 000005
14	Exhibit 12	80	E-mail from
15			darren@supercrypto.com dated
16			4-3-18, and attachment,
17			DEFENDANTS_004846 to 004847
18	Exhibit 13	81	E-mail from
19			darren@supercrypto.com dated
20			4-23-18, DEFENDANTS_004965
21	Exhibit 14 <b>Mandel Exhibit J</b>	84	E-mail from Todd Ault dated
22			2-20-18, DEFENDANTS_004699
23	Exhibit 15 <b>Mandel Exhibit K</b>	85	E-mail from Todd Ault dated
24			2-20-18, DEFENDANTS_004700
25	Exhibit 16 <b>Mandel Exhibit L</b>	87	E-mail from Todd Ault dated
			2-22-18, DEFENDANTS_004702
	Exhibit 17 <b>Mandel Exhibit M</b>	88	E-mail from Todd Ault dated
			3-7-18, DEFENDANTS_004709
	Exhibit 18 <b>Mandel Exhibit N</b>	89	e-mail from Todd Ault dated
			3-9-18, DEFENDANTS_004715
	Exhibit 19 <b>Mandel Exhibit O</b>	90	E-mail from Todd Ault dated
			3-14-18, DEFENDANTS_004721

25 ///

## EXHIBITS (CONTINUED):

NUMBER	PAGE	DESCRIPTION
Exhibit 20 <b>Mandel Exhibit P</b>	91	E-mail chain, top e-mail dated 3-14-18, DEFENDANTS_ 004725 to 004726
Exhibit 21 <b>Mandel Exhibit Q</b>	92	E-mail from Todd Ault dated 3-16-18, DEFENDANTS_004764
Exhibit 22 <b>Mandel Exhibit R</b>	94	E-mail from Todd Ault dated 3-21-18, DEFENDANTS_004787
Exhibit 23 <b>Mandel Exhibit S</b>	95	E-mail from darren@supercrypto.com dated 3-21-18, DEFENDANTS_004310 through 004312
Exhibit 24 <b>Mandel Exhibit T</b>	96	E-mail from Mariah Corbett dated 3-29-18, DEFENDANTS_004824
Exhibit 25 <b>Mandel Exhibit U</b>	97	E-mail from Todd Ault dated 3-29-18, DEFENDANTS_004826
Exhibit 26 <b>Mandel Exhibit V</b>	98	E-mail from Todd Ault dated 4-13-18, DEFENDANTS_004868
Exhibit 27 <b>Mandel Exhibit W</b>	99	E-mail from darren@supercrypto.com dated 4-19-18, and attachments, DEFENDANTS_004313 to 004336
Exhibit 28 <b>Mandel Exhibit X</b>	101	E-mail from darren@supercrypto.com dated 4-24-18, and attachments, DEFENDANTS_004337 to 004346
Exhibit 29 <b>Mandel Exhibit Y</b>	103	E-mail chain, top e-mail from Darren Magot dated 4-30-18, DEFENDANTS_004986 to 004987
Exhibit 30 <b>Mandel Exhibit Z</b>	104	E-mail from darren@supercrypto.com dated 5-2-18, and attachment, DEFENDANTS_00 4347 through 004355

///

## 1 INDEX (CONTINUED):

2 NUMBER PAGE DESCRIPTION

3 Exhibit 31 105 E-mail from

4 **Mandel Exhibit AA**darren@supercrypto.com dated  
5-4-18, DEFENDANTS\_004356 to  
004357

5 Exhibit 32

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E-mail chain, top e-mail from  
darren@supercrypto.com dated  
5-8-18, DEFENDANTS\_004358

7 Exhibit 33

108

8 **Mandel Exhibit BB**E-mail chain, top e-mail from  
darren@supercrypto.com dated  
6-18-18, DEFENDANTS\_004400  
through 004412

9 Exhibit 34

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10 **Mandel Exhibit CC**E-mail chain, top e-mail from  
darren@supercrypto.com dated  
7-3-18, DEFENDANTS\_004525 to  
004551

12 Exhibit 35

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13 **Mandel Exhibit DD**E-mail chain, top e-mail from  
Darren Magot dated 10-7-18,  
DEFENDANTS\_004689 to 004693

14 Exhibit 36

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E-mail chain, top e-mail from  
darren@supercrypto.com dated  
2-25-18, DEFENDANTS\_000958 to  
000975

16 Exhibit 37

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17 **Mandel Exhibit TTT**E-mail chain, top e-mail from  
Darren Magot dated 2-27-18,  
DEFENDANTS\_000979 to 000980

18 Exhibit 38

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E-mail chain, top e-mail from  
Darren Magot dated 3-1-18,  
DEFENDANTS\_1105 to 001111

20 Exhibit 39

123

E-mail chain, top e-mail from  
darren@supercrypto.com dated  
3-2-18, DEFENDANTS\_001147 to  
001153

23 Exhibit 40

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24 **Mandel Exhibit EE**E-mail chain, top e-mail from  
darren@supercrypto.com dated  
3-2-18, DEFENDANTS\_001185 to  
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2	NUMBER	PAGE	DESCRIPTION
3	Exhibit 41	125	E-mail from
4	<b>Mandel Exhibit FF</b>		darren@supercrypto.com dated
5	Exhibit 42	127	3-4-18, DEFENDANTS_001235
6	<b>Mandel Exhibit GG</b>		E-mail chain, top e-mail from
7			darren@supercrypto.com dated
8	Exhibit 43	129	3-6-18, DEFENDANTS_001488 to
9			001500
10	Exhibit 44	132	E-mail chain, top e-mail from
11			darren@supercrypto.com dated
12	Exhibit 45	135	3-6-18, DEFENDANTS_001501 to
13	<b>Mandel Exhibit HH</b>		001514
14	Exhibit 46	138	E-mail chain, top e-mail from
15	<b>Mandel Exhibit II</b>		Darren Magot dated 3-7-18,
16	Exhibit 47	139	DEFENDANTS_001543 to 001556
17			E-mail from Willy Tencer dated
18			3-8-18 and attachment,
19	Exhibit 48	140	DEFENDANTS_001713 to 001731
20	<b>Mandel Exhibit JJ</b>		E-mail from
21	Exhibit 49	142	darren@supercrypto.com dated
22			3-21-18, DEFENDANTS_001806
23			E-mail chain, top e-mail from
24	Exhibit 50	145	darren@supercrypto.com, dated
25	<b>Mandel Exhibit KK</b>		3-22-18, DEFENDANTS_001813 to
			001814
			E-mail chain, top e-mail from
			darren@supercrypto.com dated
			3-23-18, and attachments,
			DEFENDANTS_001919 to 001933
			E-mail chain, top e-mail from
			darren@supercrypto.com dated
			3-23-18, DEFENDANTS_001949 to
			001950
			E-mail chain, top e-mail from
			darren@supercrypto.com dated
			3-26-18, DEFENDANTS_001958 to
			001960

## 1 INDEX (CONTINUED):

2 Exhibit 51 147 E-mail chain, top e-mail from  
**Mandel Exhibit LL** darren@supercrypto.com dated  
3 3-27-18, DEFENDANTS\_001969  
4 Exhibit 52 149 E-mail chain, top e-mail from  
**Mandel Exhibit MM** Willy Tencer dated 3-27-18,  
5 DEFENDANTS\_001970 to 001971  
6 Exhibit 53 150 E-mail chain, top e-mail from  
**Mandel Exhibit NN** darren@supercrypto.com dated  
7 3-28-18, DEFENDANTS\_1976 to  
8 001977

9 Exhibit 54 151 E-mail chain, top e-mail from  
**Mandel Exhibit OO** darren@supercrypto.com dated  
10 3-28-18, DEFENDANTS\_001981 to  
11 001982

12 Exhibit 55 153 E-mail chain, top e-mail from  
**Mandel Exhibit PP** darren@supercrypto.com dated  
13 3-30-18, DEFENDANTS\_001987

14 Exhibit 56 156 E-mail chain, top e-mail from  
15 darren@supercrypto.com dated  
16 4-3-18, DEFENDANTS\_001999 to  
17 002004

18 Exhibit 57 156 Internal communication, top  
19 communication from Joe Kalfa  
20 dated 4-4-18, BMS 000707 to  
21 000714

22 Exhibit 58 158 2017 SEC Form 10-K, DPW  
**Mandel Exhibit QQ** Holdings, Inc.

23 Exhibit 59 164 E-mail chain, top e-mail from  
24 **Mandel Exhibit RR** Todd Ault dated 4-5-18,  
25 DEFENDANTS\_002011 to 002012

Exhibit 60 165 E-mail chain, top e-mail from  
**Mandel Exhibit SS** Todd Ault dated 4-9-18,  
DEFENDANTS\_002016 to 002018

Exhibit 61 167 E-mail chain, top e-mail from  
**Mandel Exhibit TT** Todd Ault dated 4-10-18,  
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Exhibit 64 <b>Mandel Exhibit VV</b>	173	E-mail chain, top e-mail from Thomas Rose dated 4-16-18, DEFENDANTS_002099 to 002100
Exhibit 65 <b>Mandel Exhibit WW</b>	173	Document titled "Internet Banking Solutions - Business," BMS000554 through 0000571
Exhibit 66 <b>Mandel Exhibit AAAA</b>	180	e-mail from Darren Magot dated 4-17-18 and attachment, BMS 001323 to 001339
Exhibit 67	182	E-mail chain, top e-mail from darren@supercrypto.com dated 4-18-18, and attachment, DEFENDANTS_002124 to 002132
Exhibit 68 <b>Mandel Exhibit XX</b>	182	E-mail chain, top e-mail from darren@supercrypto.com, dated 4-19-18, and attachment, DEFENDANTS_002234 through 002243
Exhibit 69 <b>Mandel Exhibit YY</b>	185	E-mail chain, top e-mail from darren@supercrypto.com dated 4-24-18, DEFENDANTS_002349
Exhibit 70 <b>Mandel Exhibit ZZ</b>	186	E-mail chain, top e-mail from darren@supercrypto.com dated 5-1-18, DEFENDANTS_002377 to 002379
Exhibit 71	187	Text messages, BMS 001340 to 001344
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Exhibit 73	191	E-mail chain, top e-mail from darren@supercrypto.com dated 5-11-18 DEFENDANTS_002599 to 002601
Exhibit 74	192	E-mail chain, top e-mail from darren@supercrypto.com dated 5-14-18, DEFENDANTS_002615 to 002618
Exhibit 75	193	E-mail chain, top e-mail from Todd Ault dated 5-14-18, DEFENDANTS_002619 to 002623
Exhibit 76	195	E-mail chain, top e-mail from Willy Tencer dated 5-15-18, DEFENDANTS_002659 to 002664
Exhibit 77 Mandel Exhibit BBB	197	Wire transfer notification from U.S. Bank Notification dated 5-17-18, BMS000224
Exhibit 78 Mandel Exhibit CCC	198	E-mail chain, top e-mail from Todd Ault dated 5-18-18, DEFENDANTS_002691 to 002692
Exhibit 79	201	E-mail from Willy Tencer dated 5-25-18, DEFENDANTS_002736
Exhibit 80 Mandel Exhibit DDD	203	E-mail chain, top e-mail from darren@supercrypto.com dated 5-29-18, DEFENDANTS_002739
Exhibit 81 Mandel Exhibit EEE	204	E-mail chain, top e-mail from darren@supercrypto.com dated 5-31-18, DEFENDANTS_002772 to 002773
Exhibit 82	206	E-mail chain, top e-mail from darren@supercrypto.com dated 6-1-18, DEFENDANTS_002790 to 002792
Exhibit 83	207	E-mail chain, top e-mail from darren@supercrypto.com dated 6-1-18, DEFENDANTS_ 002794

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NUMBER	PAGE	DESCRIPTION
Exhibit 84	207	E-mail from Darren@ault.com
Mandel Exhibit FFF		dated 6-1-18, DEFENDANTS_002795
Exhibit 85	209	E-mail from darren@ault.com
		dated 6-7-18, DEFENDANTS_002822
		to 002825
Exhibit 86	209	E-mail chain, top e-mail from
		Willy Tencer dated 6-13-18,
		DEFENDANTS_2896 to 2899
Exhibit 87	211	E-mail chain, top e-mail from
Mandel Exhibit GGG		Willy Tencer dated 6-14-18,
		DEFENDANTS_002901 to 002904
Exhibit 88	212	E-mail chain from Todd Ault
Mandel Exhibit HHH		dated 7-17-18, DEFENDANTS_003203
Exhibit 89	213	E-mail chain, top e-mail from
Mandel Exhibit III		Todd Ault dated 7-17-18,
		DEFENDANTS_003210 to 003212
Exhibit 90	214	E-mail chain, top e-mail from
Mandel Exhibit JJJ		Todd Ault dated 7-19-18,
		DEFENDANTS_003262 to 003267
Exhibit 91	215	E-mail from Todd Ault dated
Mandel Exhibit KKK		7-27-18, DEFENDANTS_003469
Exhibit 92	215	E-mail chain, top e-mail from
Mandel Exhibit LLL		Todd Ault dated 8-9-18,
		DEFENDANTS_003528 through 003532
Exhibit 93	216	E-mail chain, top e-mail from
		Todd Ault dated 8-13-18,
		DEFENDANTS_003562 to 003569
Exhibit 94	219	E-mail from Willy Tencer dated
		8-15-18, and attachment,
		DEFENDANTS_003648 to 003649
Exhibit 95	221	E-mail chain, top e-mail from
Mandel Exhibit MMM		Todd Ault dated 9-7-18,
		DEFENDANTS_003732 to 003733
///		

## EXHIBITS (CONTINUED):

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Exhibit 96	221	E-mail chain, top e-mail from
Mandel Exhibit NNN		Darren Magot dated 9-14-18,
		DEFENDANTS_003765 to 003766

Exhibit 97	222	Press release titled "DPW
		Holdings Announces \$25 Million
		Public Offering of 10% Series A
		Cumulative Redeemable Perpetual
		Preferred Stock

Exhibit 98	224	E-mail chain, top e-mail from
		Todd Ault dated 10-10-18,
		DEFENDANTS_003843

Exhibit 99	225	E-mail chain, top e-mail from
		Todd Ault dated 10-23-18,
		DEFENDANTS_004248 to 004261

Exhibit 100	225	E-mail chain, top e-mail from
		Todd Ault dated 10-23-18,
		DEFENDANTS_004262

Exhibit 101	230	E-mail from Willy Tencer dated
		10-26-18, DEFENDANTS_004297

Exhibit 102	230	E-mail from Willy Tencer dated
Mandel Exhibit OOO		7-12-18 and attachment,
		DEFENDANTS_003171

1 Milton "Todd" Ault, III

Mandel Exhibit D

2 Q. Do you see what we've marked as Exhibit 3?

3 A. Uh-huh.

4 Q. Do you recognize this as a press release that  
5 was issued in December of 2017?

6 A. It appears to be that, yeah.

7 Q. And if you look in the first paragraph of  
8 Exhibit 3, it says:

9 "The company has achieved another  
10 milestone in its reorganization strategy,  
11 including the formal name change to DPW  
12 Holdings, Inc., which will be effective as of  
13 the close of business today."

14 Do you have any understanding as to what's  
15 meant as the "reorganization strategy"?

16 A. Just to reorganize the corporate structure.

17 Q. I'm sorry?

18 A. This is to reorganize the corporate  
19 structure.

20 Q. And can you explain what that means?

21 A. I don't remember what we were doing at the  
22 time. Probably something about Delaware law or  
23 becoming a holding company or --

24 MR. VOLYNSKY: Sounds speculative.

25 A. But I wouldn't remember.

1 Milton "Todd" Ault, III

2 Q. If you look at the next sentence under -- or  
3 the next paragraph under the sentence I just read, it  
4 says the ongoing transition to a business model and  
5 structure as a holding company will provide the  
6 opportunity to be more shareholder-centric and  
7 incorporate financial sophistication to all elements  
8 of the company.

9 Do you have any understanding of what's meant  
10 by a holding company structure in the context of that  
11 statement?

12 A. It's a company that's set up to hold  
13 investment either control, minority, or some sort of  
14 economic interest in other subsidiaries.

15 Q. And does that continue to be the case today  
16 for the entity?

17 A. It does.

18 Q. If you look at the second page of Exhibit 3,  
19 it lists some of the assets that are on the company's  
20 balance sheet as of that point, and it talks about  
21 cash and marketable securities of approximately  
22 2.5 million.

23 Were those holdings in publicly traded  
24 companies?

25 MR. VOLYNSKY: I'm going to object to the



1 Milton "Todd" Ault, III

2 A. 40 million, 60 million maybe.

3 Q. Now, did there come a time when DPW formed a  
4 subsidiary named Super Crypto Mining?

5 A. It did, yes.

6 Q. Do you recall when that was?

7 A. '17 or '18.

8 Q. And whose decision was it --

9 MR. VOLYNSKY: (Inaudible.) -- breakfast.

10 Can we just take a 10-minute break?

11 MR. MANDEL: Sure. Let's take a 10-minute  
12 break.

13 MR. VOLYNSKY: (Inaudible) -- 10.

14 MR. MANDEL: Come back at 12:45 -- or 9:45  
15 your time.

16 MR. VOLYNSKY: Yeah, that's fine. Are we off  
17 the record?

18 THE VIDEOGRAPHER: Okay. Going off the  
19 record. The time is 9:33.

20 (Recess taken.)

21 THE VIDEOGRAPHER: Going back on the record.  
22 The time is 9:44.

23 BY MR. MANDEL:

24 Q. Mr. Ault, before the break you had indicated  
25 that you remembered Super Crypto being formed in

1 Milton "Todd" Ault, III

2 either 2017 or 2018.

3 I'm going to at this time mark as Ault  
4 **Mandel Exhibit E**

5 Exhibit 6 a document bearing production numbers

6 DEFENDANTS\_ 28 to 34. It's now up in the chat room.

7 (Exhibit 6 for identification.)

8 Q. And I'll ask you to look at this document and  
9 tell me whether it refreshes your recollection that  
10 Super Crypto was actually incorporated on January 30th  
11 of 2018.

12 MR. VOLYNSKY: Objection. Form.

13 A. Okay. Yes, I see it.

14 Q. And is that accurate, to your understanding,  
15 that the company would have been officially formed in  
16 January of 2018?

17 A. Yes.

18 Q. And were you involved in the decision to  
19 incorporate that entity?

20 MR. VOLYNSKY: Objection. Form.

21 A. I was the CEO of DPW at the time, so yes.

22 Q. And can you explain what the reasons for  
23 forming the company were?

24 A. We wanted to have a subsidiary focused on  
25 crypto mining Bitcoin, Ethereum.

Q. And can you explain what Super Crypto's

1 Milton "Todd" Ault, III

2 Q. Does it still?

3 A. I don't think Super Crypto Mining is a  
4 company anymore.

5 Q. I'm sorry?

6 A. I don't think Super Crypto Mining is a  
7 company anymore, and if it is, it is -- I don't  
8 know -- does this -- does it have its own wallet? I  
9 don't know. I don't run that company.

10 Q. Who runs that company?

11 A. Darren Magot.

12 Q. And as far as you understand, that company is  
13 not operational at present; right?

14 A. It doesn't have any operations that I'm aware  
15 of.

16 Q. Did the company, during the time that it was  
17 operational, use the Bitcoin that it mined to fund its  
18 operations in any way?

19 MR. VOLYNSKY: Objection. Form.

20 A. I believe it used its crypto-mining proceeds  
21 to pay its bills, amongst other things, yeah.

22 MR. VOLYNSKY: Calls for speculation.

23 Q. Did it pay its bills in cryptocurrency?

24 A. I believe some it did and some it didn't;  
25 some it had to probably sell its crypto to get US

1 Milton "Todd" Ault, III  
2 revenues anywhere close to that number?

3 MR. VOLYNSKY: Objection. Form.

4 A. I don't think so.

5 Q. Do you know whether they even achieved  
6 a million dollars of revenue in 2018?

7 A. As I said earlier, I'd have to look at the  
8 financials. I don't know what they did.

9 Q. Now, it's correct that Super Crypto  
10 discontinued its operations as of 2020; correct?

11 MR. VOLYNSKY: Objection. Form.

12 A. Yeah, I think so.

13 Q. And that was in part due to deteriorating  
14 business conditions in the cryptocurrency mining  
15 sector; correct?

16 A. It got pretty bad for a while, yeah.

17 MR. MANDEL: I'd like to at this time mark as  
18 **Mandel Exhibit F** Exhibit 8 a copy of DPW's 10-K for the fiscal year  
19 ending December 31st, 2020.

20 MS. CHESTUKHIN: Should be in the chat now.

21 (Exhibit 8 for identification.)

22 Q. Do you recognize Exhibit 8 as the 10-K filed  
23 at -- by what was at the time Ault Global Holdings,  
24 Inc., for the fiscal year ended December 31st, 2020?

25 A. I do.

1 Milton "Todd" Ault, III

2 Q. And if you jump ahead to page F-28, which I  
3 believe is page 118 of the PDF. Do you have that in  
4 front of you?

5 A. 118?

6 Q. Yes.

7 A. F-28, you said?

8 Q. F-28 it says at the bottom of the page.

9 A. Okay.

10 Q. If you look under "Discontinued Operations,"  
11 it says:

12 "During the first quarter of 2020, due  
13 to deteriorating business conditions in the  
14 cryptocurrency mining sector, the company  
15 ceased operations at Digital Farms."

16 Digital Farms was the name that Super Crypto  
17 changed to; correct?

18 A. I believe so, yeah. I think so.

19 Q. And do you know why that name change was  
20 made?

21 A. I think the people didn't like the  
22 Super Crypto name.

23 Q. And if you look at the last sentence of that  
24 first paragraph, it talks about several factors which  
25 had negatively affected the number of active miners

1 Milton "Todd" Ault, III

2 A. Yeah.

3 Q. And is it the intent to hold that money to  
4 deal with potential liabilities that the company still  
5 may have?

6 A. Of course.

7 Q. And what liabilities are you currently aware  
8 of that the company has?

9 A. I don't know the specific liabilities, but  
10 they are in a lawsuit with your client.

11 Q. Other than the lawsuit with our client, is  
12 Super Crypto involved in any other litigations at  
13 present?

14 A. I don't think so.

**Mandel Exhibit G**

15 MR. MANDEL: Let's mark as Exhibit 9 a  
16 document bearing production numbers DEFENDANTS\_ 1 to  
17 2.

18 (Exhibit 9 for identification.)

19 Q. We've put up what has been marked as  
20 Exhibit 9. I'll represent to you these were what was  
21 produced to us in discovery by the defendants.

22 Do you recognize them?

23 A. I don't know that I've seen these before.

24 Q. Do you recognize them as balance sheets for  
25 the entity that we've been referring to as

1 Milton "Todd" Ault, III

2 Super Crypto?

3 A. Yes.

4 Q. And do you have any reason to believe that  
5 these aren't accurate balance sheets as of the dates  
6 that are stated?

7 A. No.

8 Q. If you look at the balance sheet, the only  
9 fixed assets that seem to be there are furniture and  
10 equipment. Is that correct?

11 A. That's what it says, yeah.

12 Q. And that seems to be basically the computers  
13 that we've been talking about. Is that accurate?

14 MR. VOLYNSKY: Objection. Form.

15 A. I wouldn't know. I don't do any accounting.

16 Q. Well, based on your knowledge as chairman of  
17 the board of Super Crypto and also as CEO of its  
18 parent company, do you have any reason to believe that  
19 what's referenced as computers on the balance sheet  
20 for Super Crypto is anything other than the  
21 cryptocurrency mining machines we've been talking  
22 about?

23 MR. VOLYNSKY: Objection.

24 A. I wouldn't know. I wouldn't know. I don't  
25 know whether there was intercompany stuff. I have no

1 Milton "Todd" Ault, III

2 idea.

3 Q. Okay. There doesn't seem to be any cash or  
4 Bitcoin listed as an asset. Do you know why that is?

5 A. Maybe they spent it. I don't know.

6 Q. And if you look at the balance sheet, is it  
7 fair to say that for both 2018 and 2019 that the  
8 liabilities exceeded the assets for the company?  
9 Correct?

10 A. Correct. Yeah.

11 Q. Is it fair to say that the liabilities  
12 exceeded the assets for Super Crypto throughout its  
13 existence?

14 MR. VOLYNSKY: Objection. Form.

15 A. I would think that would be fair, yeah.

16 Q. And would it be fair to say the company was  
17 essentially insolvent throughout its --

18 MR. VOLYNSKY: Objection. Form.

19 A. No, I don't think so.

20 Q. Well, what's your understanding of what  
21 insolvency means?

22 A. It has a parent company that was providing  
23 the capital, so I object -- I don't agree with your  
24 statement at all.

25 Q. So it had a parent company that could provide



1 Milton "Todd" Ault, III

2 capital. Other than that, in terms of its own  
3 operations and what it could generate, is it fair to  
4 say it was insolvent?

5 MR. VOLYNSKY: Objection. Form.

6 A. This is a definition, and I'm not an  
7 accountant and I am not an auditor, and that's a very  
8 highly technical term, insolvency.

9 Q. Well, I'm just interested in your  
10 understanding. As a CEO of a public company, I assume  
11 you have some understanding in your own mind of what  
12 insolvency means.

13 And I'm asking you, separate and apart from  
14 any contributions that the parent company could make,  
15 is it fair to say that Super Crypto throughout its  
16 existence was essentially insolvent?

17 MR. VOLYNSKY: Objection to form.

18 A. I don't think so, no.

19 Q. Do you think it was capable of meeting its  
20 obligations without assistance from its parent  
21 company?

22 MR. VOLYNSKY: Objection. Form.

23 A. I think if it didn't have a parent company  
24 that was a supportive investor that didn't commit to  
25 investing in the company, then it would not exist;

1 Milton "Todd" Ault, III

2 that's correct.

3 Q. Say that again.

4 A. I think it's fair to say that if it didn't  
5 have a parent company that was a supportive  
6 shareholder, based on the way you are asking the  
7 question, then it wouldn't exist.

8 Q. So it could only exist with either the  
9 support of some investor or a parent company that  
10 could fund it; correct?

11 A. The company would have had to go get --  
12 finance its operations by seeking outside investment  
13 if it didn't have a parent company, yes.

14 Q. Because it had a parent company it didn't  
15 have to do that; correct?

16 MR. VOLYNSKY: Objection. Form.

17 A. I would say yes.

18 Q. And it didn't do that in fact; right? It  
19 didn't seek out independent funding apart from the  
20 parent company; correct?

21 MR. VOLYNSKY: Objection. Form.

22 A. I don't recall whether it tried to seek  
23 outside money or not.

24 Q. But it's fair to say the parent company did  
25 fund it throughout its existence; correct?

1 Milton "Todd" Ault, III

2 Q. Now, Super Crypto was a wholly-owned  
3 subsidiary of DPW throughout its existence; correct?

4 A. Yes.

5 Q. Do you know whether Coolisys ever loaned  
6 money to Super Crypto?

7 A. It may have.

8 Q. Do you know one way or the other?

9 A. It may have. I don't know whether it did or  
10 not.

11 Q. Do you know whether DPW ever loaned money to  
12 Super Crypto?

13 A. I'm sure it did.

14 Q. And why do you say that?

15 A. Because we were its parent company. We lend  
16 money to our subsidiaries all the time.

17 Q. And when you said you lent money, would that  
18 be pursuant to formal loan agreements?

19 A. If it's 100 percent owned, it's usually  
20 intracompany. If it's not, there usually are some  
21 sort of loan agreements in place.

22 Q. So in the case of Super Crypto, since it was  
23 100 percent owned, is it fair to say there were no  
24 formal loan agreements in place?

25 A. I don't do the accounting. I don't know if

1 Milton "Todd" Ault, III

2 there would be or not. Probably not, but I don't  
3 know. They just keep track of intercompany balances.

4 Q. So when you talked about the parent company  
5 funding Super Crypto, would that be considered a  
6 company loan?

7 A. It could be a loan, could be equity, could be  
8 a convertible. Whatever form we were doing at the  
9 time. Probably in the early stages it was just an  
10 advance.

11 Q. What would an advance be?

12 A. Be a transfer of money towards a future  
13 transaction.

14 Q. With no obligation to repay it?

15 MR. VOLYNSKY: Objection. Form.

16 A. I wouldn't say there's no obligation to pay  
17 it. I think there's an obligation to create a  
18 security or some sort of loan around it. You don't  
19 know what you are creating. Sometimes you advance  
20 money to a subsidiary and then do a future deal, like  
21 you might advance them \$10 million over a couple  
22 of years, and then decide to make it a loan or a  
23 convertible or equity or preferred, something like  
24 that.

25 Q. And do you know how the money that was

1 Milton "Todd" Ault, III

2 advanced from DPW to Super Crypto was treated?

3 A. I don't recall, no.

4 Q. I take it that money was never paid back.  
5 Correct?

6 A. I really wouldn't know, with the accounting  
7 intercompany back and forth, about whether it was paid  
8 back or not.

9 Q. Well, you know the company ceased operations,  
10 right, because it was not successful? That's fair to  
11 say; right?

12 MR. VOLYNSKY: Objection. Form.

13 A. Many companies that are formed don't work  
14 out. So sure, I'm aware that it doesn't -- it's not  
15 operating right now, yeah.

16 Q. And you are aware that it liquidated its  
17 assets for whatever it could get; correct?

18 MR. VOLYNSKY: Objection. Form --  
19 (inaudible) -- stated --

20 A. I'm aware --

21 MR. VOLYNSKY: Let me finish my objection.  
22 Go ahead.

23 A. I'm aware that it sold assets, yeah.

24 Q. So based on that, you are aware that it was  
25 never able to pay back to DPW the money that was

1 Milton "Todd" Ault, III  
2 advanced to it; correct?

3 MR. VOLYNSKY: Objection.

4 A. I don't know whether it paid it back or not.

5 Q. So your testimony as the CEO of this public  
6 company is, even though you know Super Crypto had  
7 deteriorating business conditions, ceased operations,  
8 liquidated its assets, you don't know one way or  
9 another whether it ever paid back DPW for the money  
10 that was advanced to it; is that your testimony?

11 MR. VOLYNSKY: Objection --

12 A. I can speculate that it did or didn't, but I  
13 don't know specifically.

14 Q. Okay. You don't have a pretty good idea that  
15 it didn't pay it back?

16 MR. VOLYNSKY: Objection. Asked and  
17 answered.

18 A. I have an idea that it probably didn't, but I  
19 don't know the specifics. I don't recall it being a  
20 big asset.

**Mandel Exhibit H**

21 MR. MANDEL: Let's mark as Exhibit 10 a  
22 document bearing production numbers DEFENDANTS\_ 4885  
23 to 4897.

24 (Exhibit 10 for identification.)

25 Q. Exhibit 10 consists of a document that was

1 Milton "Todd" Ault, III  
2 produced in discovery by defendants. There is an  
3 e-mail on the cover page from Mr. Magot to various  
4 individuals, and then behind it are various banking  
5 statements.

6 Have you ever seen Super Crypto's banking  
7 statements?

8 A. No.

9 Q. Were you aware that Super Crypto had a bank  
10 account for approximately two months in February to  
11 April of 2018?

12 A. I vaguely remember something like Wells Fargo  
13 or something, yeah.

14 Q. And were you aware that that account was  
15 closed in April 2018?

16 A. I recall hearing that they couldn't get a  
17 bank account or keep it open, yeah.

**Mandel Exhibit H**

18 Q. If you look at the second page of Exhibit 10,  
19 it appears to contain a statement for a bank account,  
20 checking bank account in the name of Super Crypto  
21 Mining as of February of 2018. Is that correct?

22 A. That's what it appears, yes.

23 Q. And if you look at it, the beginning balance  
24 when the account was opened is zero, and there were  
25 deposits of just over \$50,000 during the course of

1 Milton "Todd" Ault, III  
2 February 2018.

3 Do you recall the Super Crypto being funded  
4 with approximately \$50,000 in contributions during  
5 February of 2018?

6 MR. VOLYNSKY: Objection. Form.

7 A. I don't handle any of the banking, so I  
8 wouldn't -- I do vaguely recall us providing capital  
9 to them, but I didn't handle any of the banking.

10 Q. But you directed that the money be given to  
11 them; correct?

12 MR. VOLYNSKY: Objection. Form. Objection.  
13 Form.

14 A. I directed -- I'm in charge of capital  
15 allocation, so I would have told the various people to  
16 make sure they had funding, yes. It's a broad  
17 question.

18 Q. Well, ultimately whatever funding was  
19 provided to Super Crypto was subject to your decision;  
20 correct?

21 MR. VOLYNSKY: Objection.

22 A. Amongst mine and the boards, yeah.

23 Q. When you say the board, are you referring to  
24 the board of Super Crypto or the board of DPW?

25 A. I'm referring to both. The board would have



1 Milton "Todd" Ault, III

2 said we need money and the board of DPW would have  
3 given me the authority to use the money to provide  
4 them capital.

5 Q. And you were the chairman of the board of  
6 Super Crypto; correct?

7 A. I believe I was, yeah.

8 Q. And you were also the chairman of the board  
9 of DPW; correct?

10 A. That's correct.

11 Q. Do you recall who else was on the board of  
12 DPW -- strike that.

13 Do you recall who else was on the board of  
14 Super Crypto in 2018?

15 A. I think Darren was.

16 Q. And was Will Horne also on the board?

17 A. I don't know specifically. It would have  
18 been quite likely that he was.

**Mandel Exhibit I**

19 MR. MANDEL: Let's mark as Exhibit 11 a  
20 document bearing production numbers DEFENDANTS\_ 3 to  
21 5.

22 (Exhibit 11 for identification.)

23 Q. If you look at Exhibit 11 at the last page,  
24 does that refresh your recollection that William Horne  
25 was a member of the board of directors for

1 Milton "Todd" Ault, III

2 Super Crypto?

3 A. Yes.

4 Q. And is it correct that Mr. Horne is also a  
5 member of the board of directors for DPW?

6 A. That's correct.

7 MR. VOLYNSKY: What time period are you  
8 asking him?

9 Q. Well, let me ask you, during what period of  
10 time has Mr. Horne been a director of DPW?

11 A. My guess is the last five years.

**Mandel Exhibit H**

12 Q. Let me direct you back to Exhibit 10 at this  
13 time, and looking at the third page of the exhibit,  
14 which bears the number DEFENDANTS\_ 4887, you see that  
15 there are three separate deposits listed during the  
16 month of February for 20,000, 5,000, and 25,000. Do  
17 you see that?

18 A. Uh-huh.

19 Q. And those all originated with DPW; correct?

20 A. It looks like it, yeah.

21 Q. And that represents the full extent of the  
22 funding that was provided to Super Crypto in  
23 February of 2018; correct?

24 MR. VOLYNSKY: Objection. Form.

25 A. I wouldn't know that, no.

1 Milton "Todd" Ault, III

2 Q. Well, at least according to this bank  
3 statement, you don't see anything other than a \$25  
4 initial deposit to start the account; correct?

5 A. Yeah, I mean, on the bank statement, but you  
6 can provide capital in other ways, so...

7 Q. Was capital provided in other ways?

8 A. I recall us paying bills for them, sure.

9 Q. What bills do you recall paying for them?

10 A. I don't know the specifics. I just know that  
11 they had lost their bank accounts a few times and we  
12 paid bills for them.

13 Q. When you say you "paid bills for them," you  
14 mean DPW; correct?

15 A. I still mean DPW, yeah, yep; that's right.

16 Q. And why was DPW paying Super Crypto's bills?

17 A. I think they lost their bank accounts.

18 Q. Was DPW paying Super Crypto's bills before it  
19 lost its bank account?

20 A. I don't recall. I don't know. It might  
21 have.

22 Q. If you look at March of 2018, if you move  
23 ahead in the document to DEFENDANTS\_ 4891, you see  
24 that that is a copy of a March bank account statement  
25 for Super Crypto; correct?

1 Milton "Todd" Ault, III

2 A. Okay.

3 Q. And on March 7th there is a deposit for  
4 \$150,000; correct?

5 A. Yeah, it looks like it, yep.

6 Q. And that money was provided also by DPW;  
7 correct?

8 A. That's what it says, yeah.

9 Q. And then on March 9th, 70,000 was provided;  
10 correct?

11 A. That's what it says on the statement, yeah.

12 Q. And that was provided by DPW; correct?

13 A. That's what it says.

14 Q. Do you have any reason to think the statement  
15 is inaccurate?

16 A. No.

17 Q. And if you look after the 70,000 deposit,  
18 that same day there is an \$80,000 transfer to  
19 Blockchain Mining. That's the plaintiff in this case;  
20 correct?

21 MR. VOLYNSKY: Objection to form.

22 A. Sure, yeah, it looks correct to me on the  
23 statement.

24 Q. So is it fair to say that DPW provided the  
25 funding to Super Crypto for it to pay 80,000 to

1 Milton "Todd" Ault, III

2 Blockchain?

3 MR. VOLYNSKY: Objection. Form.

4 A. It's fair to say that DPW provided the  
5 company funding and they paid their bills, to  
6 Blockchain, yes.

7 Q. Did DPW have any ability to pay its bills to  
8 Blockchain without funding from DPW?

9 MR. VOLYNSKY: Objection. Form.

10 A. So your question is did Super Crypto have the  
11 ability to pay its bills without funding from DPW; is  
12 that the question?

13 Q. Yes.

14 A. It did mining, so it may have had mining  
15 proceeds. I don't know.

16 Q. Are you aware of it having sufficient mining  
17 proceeds to pay bills without support from DPW?

18 MR. VOLYNSKY: Objection. Form.

19 A. Money is fungible. So sufficient? They  
20 never generated positive cash flow that I'm aware of,  
21 so they would have always needed some sort of funding  
22 during this time frame.

23 Q. And if you look, taking you back to  
24 [Mandel Exhibit H](#)  
25 Exhibit 10, if you look at page 4892, there is a  
reference there for \$125,000 deposit on March 13th.

1 Milton "Todd" Ault, III

2 Do you see that?

3 A. I do.

4 Q. And that also came from DPW; correct?

5 A. That's what the statement says.

6 Q. And you have no reason to doubt that this  
7 statement is accurate; correct?

8 A. I have no reason to doubt the statement is  
9 accurate.

10 Q. And that same day that the transfer was made,  
11 it shows Super Crypto making a transfer to Blockchain  
12 Mining in the amount of \$83,625; correct?

13 A. That's what it says, yes.

14 Q. And do you know what that money represents?

15 MR. VOLYNSKY: Objection.

16 A. I don't know. I presume a payment to  
17 Blockchain. I mean, I don't know.

18 Q. And if you look at the rest of DEFENDANTS\_  
19 4892, there's three additional transfers or deposits  
20 into Super Crypto's bank account for 25,000, 50,000,  
21 and 50,000. Do you see that?

22 A. I do.

23 Q. And those all originated with DPW as well;  
24 correct?

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III

2 A. That's what the statement says, yes.

3 Q. And on the next page, 4893, there is a  
4 deposit for \$30,000 shown; correct?

5 A. Correct.

6 Q. And that also originated with DPW; correct?

7 MR. VOLYNSKY: Objection. Form.

8 A. Yes.

**Mandel Exhibit H**

9 Q. So if you look back at 4890 of Exhibit 10, it  
10 looks like about \$500,000 worth of deposits were made  
11 in Super Crypto's account March of 2018; correct?

12 A. Yep, that's right, 500,000.

13 Q. And all of that came from DPW; correct?

14 MR. VOLYNSKY: Objection.

15 A. That's what the statement says.

16 MR. MANDEL: Let's mark as Exhibit 12 a  
17 document bearing production numbers DEFENDANTS\_ 4846  
18 to 4847.

19 (Exhibit 12 for identification.)

20 Q. Do you recognize Exhibit 12, the first page,  
21 as an e-mail that Mr. Magot sent to various  
22 individuals, CC'ing you, in April of 2018?

23 A. I recognize it, yes.

24 Q. And in it Mr. Magot indicates that  
25 Wells Fargo had sent notice that they were closing

1 Milton "Todd" Ault, III

2 The time is 10:48.

3 BY MR. MANDEL:

4 Q. Mr. Ault, is it correct that during 2018  
5 Mr. Magot would come to you with requests for funds to  
6 pay certain bills that Super Crypto had?

7 A. Yes.

8 Q. And is it correct that you would then  
9 determine what amount of funding to make available to  
10 Super Crypto?

11 MR. VOLYNSKY: Objection. Form.

12 A. Yes.

**Mandel Exhibit J**

13 MR. MANDEL: Let's mark as Exhibit 14 a  
14 document bearing production number DEFENDANTS\_ 4699.

15 (Exhibit 14 for identification.)

16 Q. Is Exhibit 14 an e-mail that you sent to  
17 Mr. Magot with various CCs on February 20th, 2018?

18 A. It appears to be, yes.

19 Q. And who is Olga Chupric, that appears on the  
20 e-mail?

21 A. She was the controller for DPW.

22 Q. Did she hold any position in Super Crypto?

23 A. I don't think so, no.

24 Q. And in this e-mail you say, "Please make the  
25 payment for Super Crypto today."



1 Milton "Todd" Ault, III

2 There seems to be a reference further down in  
3 the e-mail to a bill for \$33,000.

4 Is that correct?

5 A. That's right.

6 Q. And why were you instructing Ms. Chupric to  
7 make the payment?

8 A. Because she was the one who handled the bank  
9 account for DPW.

10 Q. And so would those funds come from DPW's  
11 assets?

12 A. Yes.

13 MR. VOLYNSKY: Objection. **Mandel Exhibit K**

14 MR. MANDEL: Let's mark as Exhibit 15 a  
15 document bearing production number DEFENDANTS\_ 4700.

16 (Exhibit 15 for identification.)

17 Q. Is Exhibit 15 an e-mail that you sent to the  
18 individuals listed on February 20th of 2018?

19 A. It appears to be, yes.

20 Q. And who is Amos Kohn?

21 A. He was the CEO of a subsidiary of DPW.

22 Q. Did he hold any position in DPW itself?

23 A. At one point he was the CEO.

24 Q. As of February 20th of 2018 did he hold any  
25 position in DPW?

1 Milton "Todd" Ault, III

2 A. He might have been the president.

3 Q. I'm sorry?

4 A. I think he was the president. I can't  
5 recall.

6 Q. Of DPW?

7 A. Yes.

8 Q. And why was he included on this e-mail?

9 A. Because he was the president and I think he  
10 ran Coolisys, which was a subsidiary.

11 Q. And in this e-mail you are authorizing  
12 \$20,000 to be wired to Super Crypto; correct?

13 A. Yes.

14 Q. That corresponds with the deposit that we saw  
15 previously in the checking account; correct?

16 MR. VOLYNSKY: Objection. Form.

17 A. Okay. Sure. Yes.

18 Q. Does that refresh your recollection that you  
19 weren't personally involved in authorizing the money  
20 that was funding Super Crypto?

21 MR. VOLYNSKY: Objection to form.

22 A. I don't recall saying I didn't -- wasn't  
23 involved. So, I mean...

24 Q. Okay. And was Mr. Kohn responsible for doing  
25 wires?

1 Milton "Todd" Ault, III

2 A. No. Olga was.

3 Q. So he was just being informed basically of  
4 what was going on?

5 MR. VOLYNSKY: Objection. Form.

6 A. Maybe he was being informed that money that  
7 he was in charge of was being allocated. I don't know  
8 what the reasons were.

9 Q. Okay.

10 A. Could have been.

11 MR. MANDEL: Let's mark as defendants' -- as  
12 [Mandel Exhibit L](#)  
13 Ault Exhibit 16 a document bearing production  
14 number DEFENDANTS\_ 4702.

14 (Exhibit 16 for identification.)

15 Q. Is Exhibit 16 an e-mail that you sent to Olga  
16 Chupric and Amos Kohn and Will Horne on February 22nd  
17 of 2018?

18 A. Okay.

19 Q. And in that e-mail, is it correct that you  
20 were authorizing \$5,000 of DPW's money to be allocated  
21 to Super Crypto Mining?

22 MR. VOLYNSKY: Objection. Form.

23 A. I think that's what I was doing, yeah.

24 Q. And in your capacity as the chairman of DPW,  
25 were you responsible for allocating funds to other

1 Milton "Todd" Ault, III

2 subsidiaries?

3 A. Yes, I am in charge of all capital allocation  
4 from the parent company.

5 Q. And is it common practice for the parent  
6 company to allocate capital to its various  
7 subsidiaries?

8 A. That's the reason we're here.

9 Q. Did any of the subsidiaries of DPW have  
10 sufficient operating capital based on their own  
11 operations to do business without the support of the  
12 parent company, DPW?

13 MR. VOLYNSKY: Objection. Form.

14 A. I don't know how to answer that question.  
15 Some of the subsidiaries of DPW have been in business  
16 for 63 years, long before DPW was here. So when you  
17 use the word "any," I would say yes, some of them have  
18 the ability to do business without the parent company.

19 Q. And do some of them not have that ability?

20 A. Some of them still require capital as they're  
21 growing, they have -- you know, they -- yes.

22 MR. MANDEL: Let's mark as Defendants'

**Mandel Exhibit M**

23 Exhibit 17 a document bearing production

24 number DEFENDANTS\_ 4709.

25 (Exhibit 17 for identification.)

1 Milton "Todd" Ault, III  
2 **Mandel Exhibit M**

3 Q. Do you recognize Exhibit 17 as an e-mail that  
4 you sent to Mr. Kohn and Ms. Chupric on March 7th of  
5 2018?

6 A. Yes.

7 Q. And in this e-mail you say, "Sent you another  
8 150K." What does that mean?

9 A. It means I sent them another 150K.

10 Q. Where would that money come from when you  
11 send to Olga money?

12 MR. VOLYNSKY: Objection. Form.

13 A. Probably came from the parent company.

14 Q. And then you say "please wire to  
15 Super Crypto," so you are directing where it is to be  
16 allocated; correct?

17 A. That would be the case, yes.

**Mandel Exhibit N**

18 MR. MANDEL: Let's mark as Exhibit 18 a  
19 document bearing production number DEFENDANTS\_ 4715.

(Exhibit 18 for identification.)

20 Q. Is Exhibit 18 an e-mail that you sent to  
21 Mr. Kohn and Ms. Chupric on March 9th of 2018?

22 A. Yes, it is.

23 Q. And by this e-mail were you authorizing that  
24 DPW send \$70,000 to Super Crypto?

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III

2 A. Yes, I am.

3 Q. And you say, "I need this wired in the next  
4 one hour or so."

5 Do you have any understanding of why there  
6 would be that timing requirement?

7 A. I don't recall why I had a timing requirement  
8 back in 2018.

**Mandel Exhibit O**

9 MR. MANDEL: Let's mark as Exhibit 19 a  
10 document bearing production number DEFENDANTS\_ 4721.

11 (Exhibit 19 for identification.)

12 Q. This is an e-mail that you sent to Mr. Kohn,  
13 Ms. Chupric, and others on March 14, 2018; correct?

14 A. It does appear to be an e-mail I sent, yes.

15 Q. And in this e-mail you are authorizing  
16 \$25,000 of the parent's money to be sent to  
17 Super Crypto; correct?

18 A. Yes.

19 Q. And you say, "You may need money to do this."  
20 What do you mean by that?

21 A. She may need more money. I may need to  
22 transfer her more money.

23 Q. And whatever money she needs is being  
24 supplied by DPW?

25 A. Yes.

1 Milton "Todd" Ault, III

2 MR. MANDEL: Let's mark as DEFENDANTS\_ 4725 a  
3 document bearing production number DEFENDANTS\_ 4725 to  
4 4726.

**Mandel Exhibit P**

5 (Exhibit 20 for identification.)

6 Q. Do you recognize this as e-mails you  
7 exchanged with Ms. Chupric in March of 2018?

8 A. Yes.

9 Q. And in the e-mail just below yours  
10 Ms. Chupric writes, "We have no money to make any  
11 payments," and then you respond, "How much would you  
12 like?"

13 When Ms. Chupric says she has no money to  
14 make payments, does that mean in the DPW bank account?

15 MR. VOLYNSKY: Objection. Form.

16 A. I don't know. Probably been in the bank  
17 account for Digital Power.

18 Q. And you say "how much would you like?" You  
19 are asking, basically, her to tell you what's needed;  
20 is that right?

21 MR. VOLYNSKY: Objection. Form.

22 A. It means exactly what it says, how much money  
23 would you like to make the payments.

**Mandel Exhibit Q**

24 MR. MANDEL: Let's mark as Exhibit 21 a  
25 document bearing production number DEFENDANTS\_ 4764.

1 Milton "Todd" Ault, III

2 (Exhibit 21 for identification.)

**Mandel Exhibit Q**

3 Q. Is Exhibit 21 an e-mail that you sent to the  
4 individuals listed on March 16th of 2018?

5 A. Yes.

6 Q. And in it you request that \$50,000 be wired  
7 to Super Crypto; correct?

8 A. Yes.

9 Q. And that was to fund Super Crypto for it to  
10 pay its bills; correct?

11 MR. VOLYNSKY: Objection. Form.

12 A. Yes.

13 Q. And when you say, "How much should I 'will'  
14 wire for today," is it fair to say it was almost a  
15 daily occurrence where you would be asked to send  
16 money to pay various bills of the subsidiaries?

17 MR. VOLYNSKY: Objection. Form.

18 A. I think it's fair to say that at any given  
19 time any of the 18 subsidiaries we have may or may not  
20 need money.

21 Q. And you were regularly involved in  
22 determining what money to send them; correct?

23 A. Not today.

24 Q. But you were, in 2018; correct?

25 A. I was, yeah.



1 Milton "Todd" Ault, III

2 Q. How does it work today?

3 A. We have 650 million in assets and an  
4 accounting team of around 15 people. I'm not involved  
5 on a daily basis about every single subsidiary.

6 Q. When did you stop being involved on a daily  
7 basis?

8 A. I don't recall the exact time.

9 Q. The transformation that you talked about in  
10 terms of the assets, how did that develop over time?

11 MR. VOLYNSKY: Objection. Form.

12 A. How did the -- we raised capital. We're a  
13 growing holding company listed on the national  
14 exchange.

15 Q. Right. But you were listed on the national  
16 exchange in 2018 also; correct?

17 A. Yeah. We raised money then too.

18 Q. But yet you were still involved on a daily  
19 basis in the subsidiary funding in 2018; correct?

20 A. The subsidiaries weren't developed as much as  
21 they are now.

22 Q. Where has that growth taken place primarily,  
23 would you say?

24 MR. VOLYNSKY: Object -- I'll withdraw the  
25 objection.

1 Milton "Todd" Ault, III

2 A. We required more historical profitable  
3 businesses like the crane company, and the lender has  
4 grown. I don't know. Just evolved over time.

5 Q. Did you say the gray (sic) company?

6 A. The crane company.

7 Q. The crane company. When did you acquire that  
8 company?

9 A. December.

10 MR. VOLYNSKY: Objection.

11 Q. I'm sorry?

12 MR. VOLYNSKY: Objection. Asked and  
13 answered.

14 Go ahead.

15 A. December of 2022.

16 Q. Thank you.

**Mandel Exhibit R**

17 Let's mark as Exhibit 22 a document bearing  
18 production number DEFENDANTS\_ 4787.

19 (Exhibit 22 for identification.)

20 Q. Is Exhibit 22 an e-mail that you sent to  
21 Mr. Magot and Ms. Chupric and Mr. Horne on March 21st  
22 of 2018?

23 A. I did send this e-mail, yes.

24 Q. And in this e-mail you are authorizing  
25 \$50,000 of DPW's money to go to Super Crypto; correct?

1 Milton "Todd" Ault, III

2 A. Correct.

**Mandel Exhibit S**

3 MR. MANDEL: Let's mark as Exhibit 23 a  
4 document bearing production number DEFENDANTS\_ 4310  
5 through 4312.

6 (Exhibit 23 for identification.)

7 Q. Is it Exhibit 23 a March 21, 2018, e-mail  
8 that Mr. Magot sent to you?

9 A. Yeah.

10 Q. And in it he says, "Here are the needs for  
11 Super Crypto tomorrow."

12 So is it fair to say he's outlining what  
13 funding he needs for Super Crypto? Correct?

14 MR. VOLYNSKY: Objection to form.

15 A. Yes.

16 Q. And at the top of the list it says "wire to  
17 escrow 1,487,500 for 500 miners in Toronto."

18 Do you have any understanding of what that's  
19 a reference to?

20 A. I think we were buying miners in Toronto.

21 Q. Are those the machines that you were  
22 purchasing from Blockchain Mining?

23 MR. VOLYNSKY: Objection.

24 You can answer.

25 A. I would assume they are. I mean, I don't

1 Milton "Todd" Ault, III

2 know what we paid for this first 500, but it looks  
3 familiar.

4 Q. Do you know, as of March 22nd, 2018, did  
5 Super Crypto have any ability to meet an obligation of  
6 \$1,487,500 without funding from its parent, DPW?

7 MR. VOLYNSKY: Objection. Form.

8 A. I feel like I've answered this question  
9 already. It did require funding from its parent in  
10 order to meet its objectives.

**Mandel Exhibit T**

11 MR. MANDEL: Let's mark as Exhibit 24 a  
12 document bearing production number DEFENDANTS\_ 4824 to  
13 4825 (sic).

14 (Exhibit 24 for identification.)

15 Q. Is Exhibit 24 an e-mail that you received  
16 from Mariah Corbett on March 29th of 2018?

17 MR. VOLYNSKY: Hold on. Richard, you said  
18 4824, 4825?

19 MR. MANDEL: I'm sorry. Just 4824.

20 MR. VOLYNSKY: Yeah. Okay.

21 MR. MANDEL: Apologize.

22 MR. VOLYNSKY: That's okay. Understood.

23 A. Yeah, Mariah sent this e-mail.

24 Q. And who is Mariah Corbett?

25 A. She was my assistant at the time.

1 Milton "Todd" Ault, III

2 Q. And in it, this is being directed to Olga so  
3 that she can direct certain of DPW's funds; correct?

4 A. Correct.

5 Q. And it's directing that \$40,000 go to  
6 Super Crypto Mining; correct?

7 A. Correct.

**Mandel Exhibit U**

8 MR. MANDEL: And let's mark as Exhibit 25 a  
9 document bearing production number DEFENDANTS\_ 4826.

10 (Exhibit 25 for identification.)

11 A. Do you need 24 open still?

12 Q. Is Exhibit 25 your response to Ms. Corbett?

13 A. Go back for a second. The other one, please.  
14 1127, go down on -- it looks like, yes.

15 Q. And in it you say "Wire less money" and then  
16 you direct 30,000 to go to Super Crypto; correct?

17 A. Yes.

18 Q. And would it be common for you to have to  
19 make decisions as to whether the full amounts being  
20 requested were available?

21 A. Yes.

22 MR. VOLYNSKY: Objection --

23 THE WITNESS: Sorry, Rob. Sorry.

24 MR. VOLYNSKY: Objection. Form.

25 You can answer.

1 Milton "Todd" Ault, III

2 A. Yes, it would be common.

3 Q. And how would you go about during that time  
4 period making those connections?

5 MR. VOLYNSKY: Objection to form.

6 A. Just look at forecasted capital what we had.

7 Q. I'm sorry. Say that again.

8 A. I would look at forecasted capital what we  
9 had, make a determination what we had at the time.

10 Q. And when you say "what we had," you are  
11 talking about what DPW had; correct?

12 A. I am.

**Mandel Exhibit V**

13 MR. MANDEL: Let's mark as Exhibit 26 a  
14 document bearing production number DEFENDANTS\_ 4868.

15 (Exhibit 26 for identification.)

16 Q. Is it Exhibit 26 an e-mail that you sent to  
17 Ms. Chupric and others on April 13 of 2018?

18 A. It appears to be, yes.

19 Q. And in it you say, "Please wire 25,000 to  
20 Indian for Super Crypto Mining."

21 Do you have an understanding as to what  
22 "Indian" is in reference to?

23 A. It means Indiana.

24 Q. And what is Indiana a reference to?

25 A. We had a data center there.

1 Milton "Todd" Ault, III

2 Q. You had a data center there?

3 A. We did, we had a data center there.

4 Q. And when you say we had one, who had the data  
5 center?

6 A. Super Crypto Mining.

7 Q. And why would \$25,000 be directed to the data  
8 center?

9 A. I've got no idea why, what it was doing at  
10 the time.

**Mandel Exhibit W**

11 MR. MANDEL: Let's mark as Exhibit 27 a  
12 document bearing production number DEFENDANTS\_ 4313.

13 (Exhibit 27 for identification.)

14 Q. I've put before you as Exhibit 27 a document  
15 bearing the production number DEFENDANTS\_ 4313 and  
16 attachments running through 4345 (sic).

17 Looking at the first --

18 A. Wait, wait. It's only through 4336.

19 Q. Oh, I'm sorry. I misspoke.

20 A. Okay.

21 Q. Through 4336. Thank you.

22 A. Okay.

23 Q. Looking at the first page of Exhibit 27, is  
24 that an e-mail that Mr. Magot sent to you on April  
25 19th of 2018?

1 Milton "Todd" Ault, III

2 A. What was the question?

**Mandel Exhibit W**

3 Q. Is the first page of Exhibit 27 an e-mail  
4 that Mr. Magot sent to you on April 19th of 2018?

5 A. It looks familiar, yeah.

6 Q. And in it he says that:

7 "Since the Super Crypto bank account is  
8 shut down, could you help make the following  
9 payments that are due this week?"

10 Do you recall, after the closing of the bank  
11 account, that he was coming to you to make the  
12 payments?

13 MR. VOLYNSKY: Objection. Form.

14 A. It looks that way. I don't remember the  
15 specifics.

16 Q. If you look down toward the bottom of the  
17 first page, under "Machines" there is a reference  
18 "\$1,621,375 Blockchain Mining Supply (send to escrow  
19 for next 600 machines and PSUs)."

20 Do you have any understanding of what that's  
21 a reference to?

22 MR. VOLYNSKY: Objection. Form.

23 A. I think he was buying miners.

24 Q. From Blockchain?

25 A. Yes.



1 Milton "Todd" Ault, III

**Mandel Exhibit X**

2 Exhibit 28, is the first page of Exhibit 28 an e-mail  
3 that Mr. Magot sent to you on April 24th of 2018?

4 A. Yes.

5 Q. And in it he says:

6 "I thought it might be easiest if I  
7 provided the list below of what invoices are  
8 open and what has been paid. That way we can  
9 decide together how best to proceed."

10 Do you recall during this time period that  
11 Super Crypto had a fair amount of invoices open?

12 MR. VOLYNSKY: Objection. Form.

13 A. Yeah. They owed money.

14 Q. And in this e-mail it looks like the invoices  
15 that he's referring to total over \$2 million; correct?

16 A. That's right.

17 Q. And when he says, "We can decide together how  
18 best to proceed," did you confer with him during this  
19 time period on what bills should be paid?

20 A. I conferred with him about what money we had.

21 Q. And based on what money you had, you  
22 determined what bills you could pay?

23 MR. VOLYNSKY: Objection. Form.

24 A. I think so, yeah.

25 Q. And when you say "what money we had," you

1 Milton "Todd" Ault, III

2 mean what money was available to DPW; correct?

3 A. Yeah, what money Super Crypto had and what  
4 money we had at DPW to provide in capital.

5 MR. MANDEL: Let's mark as Exhibit 29 a **Mandel Exhibit Y**  
6 document bearing production number DEFENDANTS\_ 4986 to  
7 4987.

8 (Exhibit 29 for identification.)

9 Q. Is Exhibit 29 an e-mail that Mr. Magot sent  
10 to Ms. Chupric, CC'ing you and Mr. Horne, on April  
11 30th of 2018?

12 A. Yes.

13 Q. And in the e-mail at the top Mr. Magot says,  
14 "Can we please pay SMS today so that they don't shut  
15 off our machines in Irvine?"

16 Who is SMS?

17 A. Some other data center we had.

18 Q. And was SMS a vendor of Super Crypto?

19 A. Yes.

20 Q. And do you know what Mr. Magot was referring  
21 to when he talks about shutting off your machines,  
22 what the possibility there was?

23 MR. VOLYNSKY: Objection. Form.

24 A. I think he means if you don't pay them they  
25 are going to shut off the machines.

1 Milton "Todd" Ault, III

2 Q. And so it's fair to say he was looking for  
3 funding from DPW to pay that bill; correct?

4 MR. VOLYNSKY: Objection. Form.

5 A. Yes.

**Mandel Exhibit Z**

6 MR. MANDEL: Let's mark as Exhibit 30 a  
7 document bearing production numbers DEFENDANTS\_ 4347  
8 through 4355.

9 (Exhibit 30 for identification.)

10 Q. Is Exhibit 30 an e-mail that Mr. Magot sent  
11 to you and others on May 2nd, 2018?

12 A. Yes.

13 Q. And in it he says, "Thanks in advance for  
14 your help with a payment plan so I can manage these  
15 vendors."

16 Is it fair to say in May of 2018 Super Crypto  
17 was not able to meet its obligations to its various  
18 vendors?

19 MR. VOLYNSKY: Objection. Form.

20 A. Without help from the parent, sure.

21 Q. And he was looking for the parent to provide  
22 help with a payment plan; correct?

23 A. Correct.

24 Q. And do you have any understanding of what he  
25 means by managing these vendors?

1 Milton "Todd" Ault, III

2 A. Giving them some guidance as to when they are  
3 going to be paid, probably.

4 Q. Is it fair to say that Super Crypto's vendors  
5 generally during that time period were all having  
6 trouble getting paid?

7 MR. VOLYNSKY: Objection. Form.

8 A. Sure.

**Mandel Exhibit AA**

9 MR. MANDEL: Let's mark as Exhibit 31 a  
10 document bearing production number DEFENDANTS\_ 4356 to  
11 4357.

12 (Exhibit 31 for identification.)

13 Q. Is Exhibit 31 an e-mail that Mr. Magot sent  
14 to you on May 4th of 2018?

15 A. Yes.

16 Q. And in it he says that:

17 "Todd asked me to provide this so he can  
18 then direct us on how much can be wired today  
19 and to whom."

20 So is it fair to say that you were looking  
21 for a list of obligations that Super Crypto had at  
22 that point?

23 MR. VOLYNSKY: Objection. Form.

24 A. Sure, yes, it is.

25 Q. And the reason that you were asking that was

1 Milton "Todd" Ault, III

2 so that you could make determinations on what money  
3 DPW could make available to help satisfy those  
4 obligations; correct?

5 MR. VOLYNSKY: Objection. Form.

6 A. I would look to see what they owed relative  
7 to what we could provide them capital for.

8 MR. MANDEL: Let's mark as Exhibit 32 a  
9 document bearing production number DEFENDANTS\_ 4358.

10 (Exhibit 32 for identification.)

11 Q. Is Exhibit 32 an e-mail that Mr. Magot sent  
12 to you and Ms. Chupric on May 8, 2018?

13 A. Yes.

14 Q. And in it he says, "Here is the update as of  
15 today" and then provides various amounts that appear  
16 to be owed; correct?

17 A. Yes.

18 Q. And when he says here's the update as of  
19 today, is it fair to say during this time period  
20 Super Crypto was providing almost daily updates to you  
21 on the bills that it needed paid?

22 MR. VOLYNSKY: Objection. Form.

23 A. I don't know if it was daily.

24 Q. It was pretty regular, though, wasn't it?

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III  
2 numbers DEFENDANTS\_ 4400 through 4412.

**Mandel Exhibit BB**

3 (Exhibit 33 for identification.)

4 Q. Is the first page of Exhibit 33 a document,  
5 an e-mail that Mr. Magot sent to you and others on  
6 June 18th of 2018?

7 A. Yes.

8 Q. And is Christine Ault your wife?

9 A. She is.

10 Q. And why was she included on this e-mail?

11 MR. VOLYNSKY: Objection. Form.

12 A. I don't know exactly. Maybe she was  
13 arranging wires. I don't know.

14 Q. Does she play any role in DPW's business?

15 MR. VOLYNSKY: Objection. Form.

16 A. Not anymore.

17 Q. Did she in 2018?

18 A. To a very small extent. We have a family  
19 office. She was involved in some of the wiring.

20 Q. And I know she is using an e-mail from  
21 McKea.com. Who is McKea?

22 A. It's a family office.

23 Q. And in this e-mail, Mr. Magot asks, "Are we  
24 able to send out any wires today?"

25 Is it fair to say he's asking whether DPW is

1 Milton "Todd" Ault, III  
2 able to wire Super Crypto any money?

3 MR. VOLYNSKY: Objection.

4 A. Probably, yeah.

5 Q. And that's to meet its outstanding  
6 obligations that he lists; correct?

7 A. Yes.

8 MR. VOLYNSKY: Objection -- let me get it  
9 out.

10 THE WITNESS: Sorry.

11 MR. VOLYNSKY: Objection. Form.

12 MR. MANDEL: Let's mark as Exhibit 34 a **Mandel Exhibit CC**  
13 document bearing production number DEFENDANTS\_ 4525 to  
14 4533 (sic).

15 (Exhibit 34 for identification.)

16 A. I think through 4551.

17 Q. I apologize. You're right. Let me correct  
18 for the record.

19 Exhibit 35 (sic) covers the Bates stamps  
20 Defendants\_ 4525 to 4551.

21 Is the first page of Exhibit -- I'm sorry.  
22 That's Exhibit 34. I think I may have misspoke.

23 Is the first page of Exhibit 34 an e-mail  
24 that Mr. Magot sent to you and others on July 3rd of  
25 2018?

1 Milton "Todd" Ault, III

2 A. It appears to be, yes.

3 Q. And in this e-mail he says:

4 "The loudest people today are Ed, Roy,  
5 and Justin from SMS. Can we pay them  
6 something?"

7 Do you have an understanding of what he means  
8 by "the loudest people today"?

9 A. I do.

10 Q. What is your understanding?

11 A. They were loud. They want to get paid.

12 Q. So is it fair to say he was making a  
13 distinction between the people who were pressing the  
14 hardest for payment?

15 MR. VOLYNSKY: Objection. Form.

16 A. Seems fair to say that, yeah.

17 Q. And is that something that you took into  
18 account in determining which of Super Crypto's  
19 obligations DPW would meet?

20 MR. VOLYNSKY: Objection. Form.

21 A. You take a lot of things into account,  
22 whether you are going to continue to do business with  
23 them, what they mean to the organization, if you need  
24 their services, things like that, yeah.

25 Q. And is one of the factors also how loudly



1 Milton "Todd" Ault, III

2 they are complaining?

3 A. It might be.

4 Q. Do you recall taking that into consideration  
5 during this relevant time period?

6 MR. VOLYNSKY: Objection. Form.

7 A. Not really, no.

**Mandel Exhibit DD**

8 MR. MANDEL: Let's mark as Exhibit 35 a  
9 document bearing production number DEFENDANTS\_ 4689 --  
10 this actually runs from 4689 to 4693.

11 (Exhibit 35 for identification.)

12 Q. Is the first page of what we have marked as  
13 Exhibit 35 an e-mail that Mr. Magot sent to you on  
14 October 7 of 2018?

15 A. Yes.

16 Q. And in it he says:

17 "As requested, please find the details  
18 around the remaining outstanding balances for  
19 SCM."

20 Do you recall requesting those details from  
21 him at that time?

22 A. Probably, yeah.

23 Q. Do you know why you were requesting them?

24 A. Just to know, remind me what's owed.

25 Q. I'm sorry. Were you finished with your

1 Milton "Todd" Ault, III

2 answer?

3 A. Yeah. Just to remind me what's owed.

4 Q. Oh, what's owed, okay.

5 Looking at that list, Digital Farms is shown  
6 as being owed 305,000. Do you know who Digital Farms  
7 is?

8 A. Yes. They were the data center in Indiana.

9 Q. And do you know whether that obligation was  
10 ever met?

11 A. I believe it was, yep.

12 Q. In full?

13 A. I believe so.

14 Q. And do you know when it was met?

15 A. No. It was probably years later.

16 Q. And was that obligation met by DPW?

17 MR. VOLYNSKY: Objection. Form.

18 A. I don't know. The way you are wording that,  
19 would we lend more money to Super Crypto? Probably,  
20 yeah.

21 Q. Well, I guess what I'm asking is, do you  
22 know, did DPW pay it directly or did they forward the  
23 money to Super Crypto for it to pay?

24 A. Super Crypto couldn't get a bank account, so  
25 we probably had to pay it directly.

1 Milton "Todd" Ault, III

2 Q. And your recollection is DPW did pay that  
3 directly?

4 MR. VOLYNSKY: Objection. Form.

5 A. I said I don't recall but it might have. I  
6 don't know.

7 Q. Was there a contract between Digital Farms  
8 and Super Crypto?

9 A. I believe so, yeah.

10 Q. Was that a written agreement?

11 A. I believe there was one, yeah.

12 Q. Was DPW a party to it?

13 A. I don't think so.

14 Q. And SMS is shown as being owed what I'm  
15 assuming is \$243,000 approximately. Is that right?

16 A. That's what it says, yeah.

17 Q. And do you know whether that obligation was  
18 ever met?

19 A. I don't think it was fully paid for, no.

20 Q. Do you know whether any portion of it was  
21 paid?

22 A. I think they sold the miners they had.

23 Q. Who did?

24 A. SMS.

25 Q. SMS. And those were miners that were

1 Milton "Todd" Ault, III

2 Q. Okay. Because you said they sold the miners?

3 A. Yes. Because if you are a data center and  
4 you are in possession of a product and you don't get  
5 paid, I think you can just sell the shit. So I think  
6 that's what they did.

7 Q. Do you know how much money they were able to  
8 sell them for?

9 A. I don't know.

10 Q. Was there a contract between SMS and  
11 Super Crypto?

12 A. Yes. I do know that.

13 Q. And was DPW a party to that?

14 A. No.

15 Q. Who is Lord Abstract that is shown as being  
16 owed \$125,000?

17 A. That was someone that procured miners for us.

18 Q. And did this obligation ever get met?

19 A. Yes, it did.

20 Q. Was that paid directly by DPW?

21 A. I don't know whether it was paid for by DPW  
22 or if it was paid for in Bitcoin. I don't know.

23 Q. Do you know -- strike that.

24 Did -- was there a contract between Lord  
25 Abstract and Super Crypto?

1 Milton "Todd" Ault, III

2 A. There was.

3 Q. Was DPW itself a party to that agreement?

4 A. It was not.

5 Q. Did DPW ever advance any consideration,  
6 either directly to Lord Abstract or to be paid to Lord  
7 Abstract, to meet Super Crypto's obligation?

8 MR. VOLYNSKY: Objection. Form.

9 A. I believe it did, yes.

10 Q. Do you know approximately how much?

11 A. I don't.

12 MR. MANDEL: Let's mark as Exhibit 36 a  
13 document bearing production numbers DEFENDANTS\_ 958  
14 through 975.

15 (Exhibit 36 for identification.)

16 Q. Is the first page of Ault Exhibit 36 an  
17 e-mail that was sent from Mr. Magot to you on  
18 February 25th, 2018?

19 A. You're asking did he send this e-mail? It  
20 appears that he did, yes.

21 Q. Okay. And in the e-mail he says:

22 "I got this to the next stage just in  
23 case we can get financing next week. I'll  
24 buy time and we can make decisions as things  
25 unfold."

1 Milton "Todd" Ault, III

2 THE WITNESS: Okay.

3 Q. Other than legal counsel, is there anybody  
4 that you spoke to about Blockchain?

5 A. No, not really.

**Mandel Exhibit TTT**

6 MR. MANDEL: Okay. Let's mark as Exhibit 37  
7 a document bearing production number DEFENDANTS \_979  
8 to 980.

9 (Exhibit 37 for identification.)

10 Q. Looking at Exhibit 37, it appears to be, at  
11 the top, an e-mail that Mr. Magot sent to you on  
12 February 27th, 2018. Correct?

13 A. Looks like it, yeah.

14 Q. And if you look down in the thread, Mr. Magot  
15 writes to Blockchain:

16 "We absolutely want the machines but  
17 would need more time to get board approval to  
18 purchase the machines."

19 Do you have any understanding of what he  
20 means by "board approval" at that point?

21 MR. VOLYNSKY: Objection. Form.

22 A. I don't know whether we ever got board  
23 approval or not. I don't know.

24 Q. Do you know whether he's referring to the  
25 board of Super Crypto or the board of DPW?

1 Milton "Todd" Ault, III

2 A. I don't know.

3 Q. Before Super Crypto could enter into an  
4 agreement of the kind that's being proposed at this  
5 point, would it require approval from anybody?

6 A. Would Super Crypto require approval?

7 Q. Well, could Mr. Magot just go and enter into  
8 this agreement on Super Crypto's behalf without  
9 somebody's approval at that point in time?

10 A. Yeah, I believe he had the power to do that.  
11 I mean, he was the CEO.

12 Q. Is that the way he conducted business at the  
13 time?

14 MR. VOLYNSKY: Objection. Form.

15 A. I don't think so. I think he would seek  
16 approval of the board of Super Crypto.

17 Q. And is it fair to say he would also seek  
18 approval from DPW?

19 MR. VOLYNSKY: Objection. Form.

20 A. I don't think so. I don't think Darren -- I  
21 mean, he may have, but I don't recall him ever having  
22 access to the board of DPW.

23 Q. Well, weren't you the chairman of the board  
24 of DPW?

25 A. I was one of I think seven, yeah.

1 Milton "Todd" Ault, III

2 Q. Okay. And at this point in time, it's fair  
3 to say that Super Crypto, in order to meet an  
4 obligation of the kind that's reflected in this  
5 proposed agreement, would have required the support of  
6 DPW; correct?

7 MR. VOLYNSKY: Objection. Form.

8 A. It's absolutely fair to say that, yes.

9 Q. And so, in order to decide whether to  
10 undertake that obligation, would it not make sense for  
11 him to see whether DPW was in a position to support  
12 the transaction?

13 MR. VOLYNSKY: Objection. Form.

14 A. So I allocated capital on behalf of DPW. You  
15 were asking questions about the board of DPW. I can't  
16 speak to that. I have certain powers to allocate  
17 capital without board approval.

18 Q. And so Mr. Magot could rely on your ability  
19 to allocate capital as the chairman of DPW; correct?

20 A. I was the CEO of DPW at the time, and yes, he  
21 would be able to rely on me, yes.

22 Q. And in fact he did seek to rely on you before  
23 determining to undertake this transaction; correct?

24 MR. VOLYNSKY: Objection. Form.

25 A. I would think he would, if he were smart, do



1 Milton "Todd" Ault, III  
2 this contract?

3 MR. VOLYNSKY: Objection. Form.

4 A. I don't really recall Will's involvement. He  
5 was the CFO of the parent company. He probably was  
6 involved.

7 MR. MANDEL: Let's mark as Exhibit 40 a  
8 document bearing production numbers DEFENDANTS\_ 1185  
9 through 1207 (sic).

10 MS. CHESTUKHIN: 1185; right?

11 MR. MANDEL: 1185, yes -- I'm sorry. It's  
12 actually 1185 through 1192. I misspoke.

13 (Exhibit 40 for identification.)

14 Q. Exhibit 40 appears to be an e-mail that  
15 Mr. Magot sent to individuals at Blockchain on  
16 March 2nd of 2018, and in the first sentence he says:

17 "I've been working to get confirmations  
18 on when I'm getting the funding that I need  
19 to finalize the purchase."

20 Is it fair to say that funding was coming  
21 from DPW?

22 MR. VOLYNSKY: Objection. Form.

23 A. I'm sure you are not asking me the same  
24 question over and over again to annoy the shit out of  
25 me, but with that in mind it's fair to say that DPW

1 Milton "Todd" Ault, III  
2 was providing the funding.

3 Q. He then goes on to say:

4 "With that said, our parent company is  
5 very supportive and wants us to make the  
6 purchase with you."

7 Do you have any understanding of why he's  
8 mentioning the parent company in his communication  
9 with Blockchain?

10 A. Because that's where he's getting the money  
11 from.

12 Q. Did you discuss with him whether or not to  
13 reference the parent company in his discussions?

14 A. No.

15 Q. And it says:

16 "I was just told that I can sign the  
17 agreement if we can agree that the deposit of  
18 5 percent can be made by 3/7/18."

19 Do you know who would have told Mr. Magot  
20 that?

21 MR. VOLYNSKY: Go ahead.

22 A. I think it would be Will or I.

23 MR. MANDEL: Let's mark as Exhibit 41 a  
24 document bearing production number DEFENDANTS\_ 1235.  
25 (Exhibit 41 for identification.)

1 Milton "Todd" Ault, III

**Mandel Exhibit FF**

2 Q. Is Exhibit 41 an e-mail that you received  
3 from Mr. Magot on March 4th of 2018?

4 A. Yes.

5 Q. And in it he says:

6 "Let me know what you think and if you  
7 are comfortable working under these terms."

8 So is it fair to say he was seeking your  
9 guidance as to whether to enter into this agreement?

10 MR. VOLYNSKY: Objection. Form.

11 A. I think so, yes, it's fair to say that.

12 Q. And do you recall what you told him?

13 A. The only major thing I told him was you  
14 needed an escrow and you needed an out-clause in the  
15 event we couldn't pay them. That's it.

16 Q. And do you know whether either of those is  
17 referenced at this point in his discussion?

18 MR. VOLYNSKY: Objection. Form.

19 A. I think you're asking me whether he did it.  
20 I think the answer is he did do it. But I --

21 MR. VOLYNSKY: Calls for speculation.

22 A. Well, I'm pretty sure he did because there  
23 was an escrow and there was an out-clause, so I don't  
24 know what else to say.

**Mandel Exhibit GG**

25 MR. MANDEL: Let's mark as Exhibit 42 a

1 Milton "Todd" Ault, III  
2 document bearing production numbers DEFENDANTS\_ 1488  
3 through 1500.

**Mandel Exhibit GG**

4 (Exhibit 42 for identification.)

5 Q. Is Exhibit 42 an e-mail that Darren sent to  
6 you on March 6th of 2018?

7 (Off record, sotto voce exchange between  
8 the witness and his counsel.)

9 A. It appears to be, yes.

10 Q. And in the e-mail below it from Mr. Tencer he  
11 says:

12 "Regarding your finances, I spoke with  
13 Joe and seeing the future potential, we would  
14 like to try and accommodate your cash flow."

15 Do you know whether there were any  
16 discussions about what the cash flow situation was for  
17 Super Crypto at this point in time?

18 MR. VOLYNSKY: Objection. Form.

19 A. Whether --

20 MR. VOLYNSKY: Hold on. Are you asking about  
21 DPW's discussions or --

22 Q. I'm asking whether you have any knowledge of  
23 whether there were any discussions between Mr. Magot  
24 and Blockchain about the cash flow that would be  
25 available to Super Crypto.

1 Milton "Todd" Ault, III

2 A. I recall that Darren was in active  
3 negotiations with Willy, but I don't know for sure  
4 what was said.

5 Q. And were those negotiations carried out by  
6 Mr. Magot?

7 A. I think so. I mean, I may have spoken to  
8 Willy during that. I don't know when I spoke to him.  
9 It may have been after the agreement was done. I'm  
10 pretty sure it was after, but I don't know.

11 Q. And in this e-mail Mr. Magot is asking you  
12 whether it sounds possible. I assume he's asking  
13 whether you would be able to provide the financing to  
14 meet the timetable that's set forth in the e-mail. Is  
15 that fair?

16 MR. VOLYNSKY: Objection. Form.

17 A. That's fair.

18 Q. And do you know whether you advised that it  
19 would be feasible to do that?

20 A. I believe that we would be able to raise  
21 sufficient capital to fund Super Crypto, yes.

22 Q. And to pay for 1100 machines?

23 A. That would be including funding of all their  
24 needs, including the 1100 machines, yes.

25 MR. MANDEL: Let's mark as Exhibit 43 a

1 Milton "Todd" Ault, III

2 A. -- so.

**Mandel Exhibit II**

3 MR. MANDEL: Let's mark as Exhibit 46 a  
4 document bearing production number DEFENDANTS\_ 001806.  
5 (Exhibit 46 for identification.)

6 Q. Exhibit 46 contains what appears to be an  
7 e-mail from Mr. Magot to Mr. Tencer on March 21st of  
8 2018, and in it Mr. Magot says:

9 "Our CEO is still nervous over the  
10 transfer process between when we send the  
11 wire and get the machines."

12 Do you know, by "our CEO" is he referring to  
13 you?

14 MR. VOLYNSKY: Objection. Form.

15 A. I'm sure he was referring to me. That's what  
16 it looks like.

17 Q. And were you nervous at that point in time  
18 about the transfer process with respect to the  
19 machines?

20 A. Yes.

21 Q. And why was that?

22 A. I don't think we knew. Watching and buying  
23 these machines, there's a lot of fraud involved in  
24 whether someone would really deliver them. I bought  
25 things before on eBay where you bought some shoes and

1 Milton "Todd" Ault, III

2 you open it up and it was full of confetti. Just the  
3 normal fears of making sure you get the product.

4 MR. MANDEL: Right. Let's mark as Exhibit 47  
5 a document bearing production numbers DEFENDANTS\_ 1813  
6 to 1814.

7 (Exhibit 47 for identification.)

8 Q. Exhibit 47 contains an e-mail that Mr. Magot  
9 sent to Blockchain on March 22nd of 2018, and in it in  
10 the first paragraph he says:

11 "Again I apologize since this is such  
12 overkill but I hope you understand that the  
13 CEO of the parent company (DPW traded on the  
14 NYSE) can't have any opportunity for  
15 something to go wrong."

16 So at this point is Mr. Magot still  
17 expressing your concerns about making sure you get the  
18 machines once you make the payment?

19 MR. VOLYNSKY: Objection. Form.

20 A. I believe so.

21 Q. And in the next paragraph he says:

22 "With that said, the only way I see of  
23 guaranteeing this would be to send the money  
24 to an escrow as we originally planned with  
25 the deposit."

1 Milton "Todd" Ault, III

2 So is it your understanding that the reason  
3 an escrow account was done in connection with this  
4 transaction is because that's what you wanted done?

5 A. That's absolutely correct.

6 Q. And that escrow arrangement was ultimately  
7 reflected in an agreement, an escrow agreement;  
8 correct?

9 A. That's correct.

**Mandel Exhibit JJ**

10 MR. MANDEL: So let's mark as Exhibit 48 a  
11 document bearing production numbers DEFENDANTS\_ 1919  
12 through 1933.

13 (Exhibit 48 for identification.)

14 Q. And if you look at Exhibit 48, the first  
15 page contains an e-mail from Mr. Magot to Mr. Tencer  
16 and others in which he says, "Please find the fully  
17 executed escrow instructions attached."

18 And if you look starting at page 1926 and  
19 concluding on 1933, you will see there's actually an  
20 escrow agreement. Do you see that?

21 A. Am I on the right thing -- oh, yeah, I see it  
22 now. Yeah.

23 Q. And if you look at page 1932, which is the  
24 next-to-last -- actually 1931, which is two pages, I  
25 believe, from the back of the document, you will see



1 Milton "Todd" Ault, III

2 that the escrow agreement was actually signed;  
3 correct?

4 A. Yes.

5 Q. And that was also signed by the escrow agent  
6 Mr. Rose; correct?

7 A. Yes, it looks like it.

8 Q. And Mr. Rose is the attorney you identified  
9 with the law firm of Sichenzia Ross?

10 A. That's right.

11 Q. Where is that law firm located?

12 A. New York.

13 Q. And if you look at page 1926 of the exhibit,  
14 the first page of the escrow agreement, you will see  
15 it refers to 500 machines as the assets that are going  
16 to be transferred pursuant to this escrow agreement.  
17 Is that correct?

18 A. What's 1926? (Sotto voce.) -- 1926.

19 Okay. Yes, I see it.

20 Q. And is that consistent with your  
21 understanding of the agreement, that once this  
22 1,487,500 was paid, that 500 machines were supposed to  
23 be released to Super Crypto?

24 A. Yes.

25 Q. Did you have any expectation that it was

1 Milton "Todd" Ault, III

2 supposed to get the remaining 600 machines at this  
3 point in time?

4 MR. VOLYNSKY: Objection.

5 A. You mean after only making a payment of --

6 Q. Right.

7 A. -- 1.4 million? No. We had to make another  
8 payment.

9 Q. So you understood that before the 600  
10 machines would be available to Super Crypto, an  
11 additional payment was going to have to be made;  
12 correct?

13 A. Yeah. That's correct.

14 Q. And did you understand that a separate escrow  
15 agreement was entered into with respect to those 600  
16 machines?

17 A. I think we did. I don't remember when it was  
18 done, but I think there was a separate escrow  
19 agreement.

20 MR. MANDEL: Let's mark as DEFENDANTS\_  
21 1949 -- sorry. Let's mark not as defendants -- let me  
22 correct that. Let's mark as Ault Deposition 49 a  
23 document bearing DEFENDANTS\_ 1949 to 1950.

24 (Exhibit 49 for identification.)

25 Q. If you look at Exhibit 49, the first

1 Milton "Todd" Ault, III

2 A. I don't know if it was at that point, but I  
3 do recall in the past we've used escrows and  
4 sub-escrows at the firm, so...

5 Q. But you can't identify what any of those  
6 sub-escrows were at this point?

7 A. No. It was nearly five years ago.

8 MR. MANDEL: So let's mark as the next  
9 **Mandel Exhibit KK**  
10 exhibit, it will be Exhibit 50, a document bearing  
11 production numbers DEFENDANTS\_ 1958 to 1960.

12 (Exhibit 50 for identification.)

13 Q. So we're now a few days later. It's  
14 March 26, and this is an e-mail from Mr. Magot to  
15 Mr. Tencer in which he says:

16 "The CEO of the parent company DPW  
17 would like to share with you the details  
18 around the timing of the release from  
19 escrow."

20 Do you have any understanding of why  
21 Mr. Magot is suggesting that you should give details  
22 to Blockchain about the release of escrow funds?

23 MR. VOLYNSKY: Objection. Form.

24 A. There was a date, I believe, in April which  
25 if we didn't fund by, they would be able to sell the  
miners and we would lose our deposit. So I probably

1 Milton "Todd" Ault, III  
2 just wanted to go through with him when I thought  
3 money would be available.

**Mandel Exhibit HH**

4 Q. And if you look back at Exhibit 45, which  
5 contains the final version of the asset purchase  
6 agreement, if you look at the third page of the PDF,  
7 which is DEFENDANTS\_ 1715, you will see it sets out a  
8 schedule for various payments.

9 Do you see under sub 2 on that page the  
10 payment for 1,487,500 was due on or before March 23rd  
11 of 2018? Is that correct?

12 A. That's right.

13 Q. So as of March 26th, the date of Defendants'  
14 **Mandel Exhibit KK** Exhibit 50, we're three days past that due date;  
15 correct?

16 A. Yeah. That's correct.

17 Q. Do you have any understanding of why the  
18 payment wasn't made in a timely fashion by March 23rd?

19 A. I don't recall the exact reasons, no.

20 Q. Do you know whether that's something that you  
21 were going to be discussing with Mr. Tencer?

22 A. It was likely the reason I was talking to  
23 him, yeah.

24 MR. MANDEL: Okay. So let's mark as Exhibit  
25 51 the document bearing production number DEFENDANTS\_

1 Milton "Todd" Ault, III  
2 1969.

**Mandel Exhibit LL**

3 (Exhibit 51 for identification.)

4 Q. If you look at Exhibit 51, in the bottom  
5 e-mail of the two on that page there is an e-mail from  
6 Mr. Tencer to Mr. Magot and he says "was great  
7 speaking with Todd yesterday."

8 Do you have any recollection of what  
9 conversation you had with Mr. Tencer on or around  
10 March 26th of 2018?

11 A. "Was great speaking" -- "was great speaking  
12 with Todd. He sounds like a sharp cookie."

13 What was the question? I'm sorry.

14 Q. Yeah. Can you remember any details at all  
15 about the conversation that you apparently had with  
16 Mr. Tencer on March 26, 2018?

17 A. Yeah, I remember.

18 Q. And what do you recall?

19 A. Just telling him how grateful we were that he  
20 got machines and kind of what our plans were.

21 Q. And in the e-mail Mr. Tencer says:

22 "Please send me the conf for the 100K  
23 wire that is going out this morning."

24 Do you recall indicating to Mr. Tencer that  
25 you would send a wire for part of the payment that was

1 Milton "Todd" Ault, III

2 at that point due?

3 MR. VOLYNSKY: Objection.

4 A. I don't recall the substance of exactly what  
5 we were sending when. I knew we owed him money, and  
6 we were trying to get money over to the escrow to pay  
7 him.

8 Q. And did Mr. Tencer work with you to adjust  
9 the timing in which that payment was going to be made?

10 A. He did, yeah.

11 Q. And do you recall the manner in which he did  
12 that?

13 MR. VOLYNSKY: Objection. Form.

14 A. Not really. I just think he talked to us  
15 about when the money would come.

16 Q. And do you recall anything about the timing  
17 that was agreed to?

18 MR. VOLYNSKY: Objection. Form.

19 A. No, I don't really. Just know he wanted the  
20 money.

21 Q. I'm sorry?

22 A. No, I don't know the timing. I just think he  
23 just wanted the money.

24 Q. If you look at the top e-mail on Exhibit 51,  
25 Mr. Magot says:

**Mandel Exhibit LL**

1 Milton "Todd" Ault, III

2 "Todd asked me to let you know that the  
3 wire for the 5 million goes out today after  
4 market. He can then send a wire for the  
5 machines, but it won't be until tomorrow."

6 Do you know what Mr. Magot is referring to  
7 when he talks about a wire for 5 million?

8 A. I would be speculating that the parent was  
9 doing the financing.

10 Q. Well, do you know that there was \$5 million  
11 that the parent was expecting to be receiving?

12 A. My only reference to this is five years ago,  
13 so I'm assuming that's what it was.

14 Q. You can't recall specifically what the  
15 5 million reference is?

16 MR. VOLYNSKY: Objection --

17 A. I have no idea.

**Mandel Exhibit MM**

18 MR. MANDEL: Let's mark as Exhibit 52 the  
19 document bearing production number DEFENDANTS\_ 1970.

20 (Exhibit 52 for identification.)

21 Q. Now, the top e-mail here is from Mr. Tencer  
22 to Mr. Magot and it says, "Will you be sending the  
23 100K today, as Todd had agreed?"

24 Do you recall actually agreeing to send  
25 100,000 at this point in time?

1 Milton "Todd" Ault, III

2 A. I don't remember the specifics of what we  
3 were wiring to him.

4 Q. Do you remember giving Willy some assurances  
5 that some of the money that was due was forthcoming?

6 MR. VOLYNSKY: Objection.

7 A. I believe I did, yes.

8 Q. And in the e-mail, Mr. Tencer asks:

9 "Will you send next wire for all 1100  
10 machines or do you still want to do 2  
11 shipments?"

12 Do you recall there being some discussion  
13 with Mr. Magot at that point in time about whether you  
14 would have sufficient funding to pay for all 1100  
15 machines in one shot?

16 MR. VOLYNSKY: (Inaudible.)

17 A. I don't know whether we did or not.

**Mandel Exhibit NN**

18 MR. MANDEL: Let's mark as Exhibit 53 a  
19 document bearing production number DEFENDANTS\_ 1976.

20 (Exhibit 53 for identification.)

21 Q. At the top of Exhibit 53 is an e-mail from  
22 Mr. Magot to Mr. Tencer dated March 28th, 2018, and in  
23 it Mr. Magot says, "Todd signed the approval to send  
24 the wire today."

25 Do you recall that it was incumbent upon you



1 Milton "Todd" Ault, III  
2 to sign the approval for any wire that was going to be  
3 made to Blockchain?

4 MR. VOLYNSKY: Objection. Form.

5 A. I don't know what he's referring to here.

6 Q. You have no recollection one way or the  
7 other?

8 A. No, I'm not --

9 MR. VOLYNSKY: Objection. Form.

10 A. No, I don't, no.

**Mandel Exhibit OO**

11 MR. MANDEL: Let's mark as Exhibit 54 a  
12 document bearing production number DEFENDANTS\_ 1981 to  
13 1982.

14 (Exhibit 54 for identification.)

15 Q. Taking a look at what's been marked as  
16 Exhibit 54, does that appear to reflect details for a  
17 \$100,000 wire that was made to Blockchain on or around  
18 March 28th of 2018?

19 THE WITNESS: Can you scroll down?

20 I see a wire that was made. I wouldn't have  
21 done this wire. So I don't know who sent it.

22 Q. Well, if you look up top, it says, "Please  
23 find the confirmation details below for today's wire."

24 So did Mr. Magot indicate that this was a  
25 wire that was being made to Blockchain?

1 Milton "Todd" Ault, III

2 MR. VOLYNSKY: Objection.

3 A. What's the question? I mean, is the question  
4 whether this was actually done? What's the question?

5 MR. VOLYNSKY: Ask him.

6 A. I'm sorry. What's the question?

7 Q. Well, I mean, the question is, does it -- is  
8 it your understanding that Super Crypto communicated  
9 to Blockchain that \$100,000 had been wired?

10 A. Only based on what I see here in these  
11 e-mails. I don't recall what that 100,000 was for.  
12 Other than looking at the e-mail, I don't know what it  
13 was for.

14 Q. You don't know whether it was for partial  
15 payment of the deposit that was due five days earlier?

16 MR. VOLYNSKY: Objection. Form.

17 Go ahead.

18 A. It might be. I mean, I presume it was. But  
19 we had an escrow, so I don't know why we wired 100  
20 grand other than I may have had a discussion with  
21 Willy and he wanted a deposit. I don't know.

22 Q. Well, you understand that the 1,487,000 was  
23 already five days late at that point; correct?

24 MR. VOLYNSKY: Objection. Form.

25 A. It appears to be, yes; it was already late.

1 Milton "Todd" Ault, III

2 Q. And you understood that Mr. Tencer was  
3 pressing to get payment; correct?

4 MR. VOLYNSKY: Objection. Form.

5 A. From these e-mails, yes. I don't recall  
6 exactly what was happening, but I mean, I am getting a  
7 little bit of a recollection that he was looking for  
8 money for sure.

**Mandel Exhibit OO**

9 Q. And if you look at Exhibit 54, down in the  
10 wire confirmation information under "special  
11 instructions" it says "DPW disbursement"; correct?

12 A. Okay. Yeah, I see that.

13 Q. Would that not indicate to you that the funds  
14 for this payment came from DPW?

15 MR. VOLYNSKY: Objection. Form.

16 A. It appears that it came from DPW, yeah. It  
17 actually says at the bottom.

**Mandel Exhibit PP**

18 MR. MANDEL: Let's mark as Exhibit 55 a  
19 document bearing production number DEFENDANTS\_ 1987.

20 (Exhibit 55 for identification.)

21 Q. If you look at Exhibit 55 --

22 A. Hold on. It's downloading.

23 Q. I'm sorry?

24 A. It's still downloading.

25 Q. Okay.

1 Milton "Todd" Ault, III

2 A. All right. Go ahead.

**Mandel Exhibit PP**

3 Q. If you look at Exhibit 55, in the bottom  
4 e-mail from Mr. Tencer to Mr. Magot he says, "We  
5 received the wire for the 100K," and then in response  
6 Mr. Magot says, "I'm happy that you received the wire,  
7 and I am told that I will have more money to send next  
8 week."

9 Do you know who would have told him that?

10 MR. VOLYNSKY: Objection. Form.

11 A. Do I know? Yes, I do.

12 Q. Who was that?

13 A. It would have been either me, Will, or the  
14 controller, Olga.

15 Q. And he then says:

16 "I do not yet know if it will be enough  
17 to purchase just the first 500 or the total  
18 1100. I'm hoping for one transaction but  
19 will be able to share more early next week."

20 At this point in time at the end of March of  
21 2018, was your understanding that Super Crypto wanted  
22 to move forward with purchasing the full 1100  
23 machines?

24 A. I think they did.

25 Q. And did you approve of that?

1 Milton "Todd" Ault, III

2 MR. VOLYNSKY: Objection. Form.

3 A. I would have liked them to buy the machines,  
4 yes.

5 Q. Did you have any thought in your mind as of  
6 March 30th, 2018, about possibly not going forward  
7 with the second 600 machines?

8 MR. VOLYNSKY: Objection. Form.

9 A. No, I never thought of not doing all the  
10 machines.

11 Q. Now, do you know what if anything the fair --  
12 strike that. Let me start again.

13 Do you have any sense of whether the fair  
14 market value of these machines had changed between the  
15 time you signed the agreement and late March of 2018?

16 A. I don't know when it happened, but sometime  
17 in '18 I think Bitcoin reached 20,000 and then it  
18 started to deteriorated. So it could have been that.  
19 I don't know. So it would have been a natural thing  
20 for the fair market value of these things to go down.

21 Q. Was that something that you were paying  
22 attention to at this time with respect to whether or  
23 not to complete this transaction?

24 MR. VOLYNSKY: Objection. Form.

25 A. I never contemplated not doing the

1 Milton "Todd" Ault, III  
2 transaction, that I can recall.

3 MR. MANDEL: Okay. Let's mark as Exhibit 56  
4 a document bearing production numbers DEFENDANTS\_ 1999  
5 to 2001 (sic).

6 (Exhibit 56 for identification.)

7 A. 2004 or 2001?

8 Q. I'm sorry. It's to 2004. Okay. 1999 to  
9 2004.

10 Looking at the top of the e-mail, Mr. Magot  
11 says to Mr. Tencer:

12 "Todd asked that I share the press  
13 release below that we made this morning. It  
14 will help understand all that is going on  
15 which Todd will explain on the call."

16 Do you have any recollection of what was  
17 going on at that point in time?

18 MR. VOLYNSKY: Objection. Form.

19 A. I don't. I would need to see something to  
20 reference.

21 MR. MANDEL: Let's mark as Exhibit 57 a  
22 document BMS 707 through 714.

23 (Exhibit 57 for identification.)

24 Q. And I will note for the record this is an  
25 internal communication from Blockchain, so this is not

1 Milton "Todd" Ault, III

2 a document you would have seen at the time.

3 But I just want to refer you down to the  
4 bottom of the first page of 57, and in it you will see  
5 that Mr. Tencer is describing a call that he had with  
6 the CEO of DPW.

7 And so I just want to ask you, looking at  
8 this e-mail, do you have any recollection at this  
9 point in time of a conversation you had with  
10 Mr. Tencer on or around April 4 of 2018?

11 A. Okay.

12 Q. I mean, does this conversation or the  
13 conversation that's being described by Mr. Tencer in  
14 this e-mail comport with any recollection you have of  
15 a conversation with him?

16 A. It's always our intention to take delivery of  
17 the machines. All this does is reaffirm it was our  
18 intention to take delivery of the machines. What time  
19 I was having this call I don't remember, but I  
20 definitely had calls with him.

21 Q. And when you say it was always your intention  
22 to take the machines, is that something that you  
23 personally conveyed to Mr. Tencer?

24 A. I'm sure I did.

25 Q. In the e-mail he says:

1 Milton "Todd" Ault, III

2 "It's a long story with banks and SEC  
3 filings but the bottom line is they must have  
4 these machines and he claims they will  
5 definitely buy them."

6 Do you have any recollection of what  
7 discussions you may have had had with Mr. Tencer about  
8 banks and SEC filings?

9 MR. VOLYNSKY: Objection. Form.

10 A. Do I have a recollection? Well, if we put in  
11 a filing that we intended to buy something with the  
12 SEC, that means our shareholders would have read it,  
13 and we want to do what we say we're going to do. And  
14 with the banks, that's probably a reference to our  
15 investment bank, we were having some trouble with  
16 them, H.C. Wainwright.

17 Q. And do you recall ever expressing the  
18 sentiment to Mr. Tencer that it's not if but it's when  
19 you'll buy these machines?

20 MR. VOLYNSKY: Objection. Form.

21 A. Yeah, I always told him we'd buy them.

22 Q. Now, you made reference to an SEC filing, and  
23 I want to just mark as the next exhibit, [Mandel Exhibit QQ](#)  
24 a copy of the 10-K for DPW from 2017.

25 (Exhibit 58 for identification.)



1 Milton "Todd" Ault, III

**Mandel Exhibit QQ**

2 Q. Do you recognize Exhibit 58 as a copy of the  
3 10-K filed by DPW for the fiscal year ending  
4 December 31, 2017?

5 A. Looks familiar, yes.

6 Q. And I want to direct your attention to  
7 page F-64, which I believe is page 148 of the PDF.  
8 It's numbered F-64 at the bottom.

9 A. Got it. 148, you said? I got it.

10 Q. Yeah. Do you see is it marked F-64 at the  
11 bottom?

12 A. Yeah, yeah, yeah.

13 Q. Okay. And under "Other Agreements" it says:

14 "On March 8, 2018, Super Crypto Mining,  
15 the company's wholly owned subsidiary,  
16 entered into an asset purchase agreement with  
17 Blockchain. Pursuant to the agreement, SCM  
18 has agreed to acquire 1100 Antminer S9s  
19 manufactured by Bitmain."

20 Then it says:

21 "Pursuant to the agreement, SCM will pay  
22 an aggregate of 3,200,000 to BMSS for the  
23 miners. The company intends to fund SCM's  
24 acquisition of the miners through the  
25 proceeds derived from its ongoing ATM

1 Milton "Todd" Ault, III  
2 offering."

3 Do you recall that the intention at the time  
4 this agreement was entered into was to fund the  
5 payment to Blockchain through proceeds from a stock  
6 offering of the parent company?

7 A. I do.

8 Q. And if you look on the page before this,  
9 F-63, the ATM offering is referred to under -- at the  
10 market offering. It says:

11 "On February 27, 2018, the company  
12 entered into a sales agreement with  
13 H.C. Wainwright to sell shares of its common  
14 stock, having an aggregate offering price of  
15 up to 50,000 from time to time, through an  
16 'at-the-market offering' program (the 'ATM  
17 offering')."

18 Did that program take place, that offering?

19 A. It did, and it was terminated, but it did,  
20 and I think that was 50 million, by the way, not  
21 50,000.

22 Q. Oh, I'm sorry. It looks like it says price  
23 of up to 50,000 in the --

24 A. It does. I think it's a mistake.

25 Q. Okay. So in any event, you are saying that

1 Milton "Todd" Ault, III

2 Q. So you are saying you would have paid  
3 Blockchain eventually?

4 A. Yeah. We always pay our bills.

5 Q. And the problem that you foresee as to why  
6 the payment didn't get made is because Blockchain sold  
7 the machines?

8 A. Well, we were having legitimate financing  
9 issues trying to figure out how to get the money, and  
10 we were struggling with our bank, and he sold them. I  
11 mean, I'm not -- I don't know the exact sequence of  
12 events, but something to the effect that he probably  
13 got sick of us and sold them. I mean, I don't  
14 remember exactly how that happened, but...

15 Q. Do you remember that there were many months  
16 of promises that the payment was forthcoming?

17 MR. VOLYNSKY: Objection.

18 A. Yeah, I do. I believe there was a lot  
19 of months of promises.

20 Q. And were those promises that you made?

21 A. Those were commitments I made, yeah, on  
22 behalf of the parent to -- I mean, we fund our  
23 subsidiary, so, you know, the subsidiary made a  
24 commitment to buy something, and it was always our  
25 intention to fund the subsidiary so they could

1 Milton "Todd" Ault, III

2 complete their business model. There's not a question  
3 about that.

4 Q. So the problem was you just weren't able to  
5 come up with the money to fund it; is that what you  
6 are saying?

7 A. We couldn't come up with the money at the  
8 time. We eventually did.

9 Q. When did you come up with the money?

10 A. I mean, since then we raised \$500 million, so  
11 I don't know when we came up with it. But it was --  
12 once he sold the machines, I don't know that there was  
13 anything to talk about. He sold them off.

14 Q. Well, you understand he sold them for a small  
15 fraction of what you were supposed to pay; right?

16 MR. VOLYNSKY: Objection. Form.

17 A. I'm aware. I found out yesterday they were  
18 sold off for some amount that was trivial, yeah.

19 Q. And is there a reason why after your funding  
20 came through you haven't just paid this obligation?

21 MR. VOLYNSKY: Objection.

22 A. I guess we couldn't agree on a price after he  
23 sold them.

24 Q. Did you think that you were relieved of an  
25 obligation to pay for the machines?

1 Milton "Todd" Ault, III

2 MR. VOLYNSKY: Objection. Form.

3 A. I think contractually the agreement is  
4 terminated when we didn't fund them on April 15th or  
5 30th or something like that, but we tried to still buy  
6 them. I think Willy just got tired of it and sold  
7 them.

**Mandel Exhibit RR**

8 MR. MANDEL: Let's mark as Exhibit 59 a  
9 document bearing production number DEFENDANTS\_ 2011 to  
10 2012.

11 (Exhibit 59 for identification.)

12 Q. Is Exhibit 59 an e-mail that you sent to  
13 Mr. Tencer on April 5th of 2018?

14 A. Yeah, it looks like it is, yes.

15 Q. And in it you say, "I do have conditional  
16 approval from our bank."

17 Do you know what you were referring to there?

18 A. I'd be guessing. I don't know.

19 Q. You go on to say, "This will allow us to pay  
20 the first 1.3 million that's owed."

21 Is that you are referring to what's left for  
22 the payment on the first 500 machines?

23 A. I think so, yeah.

24 Q. You say, "It's a \$10 million line of credit."

25 Does that refresh your recollection as to

1 Milton "Todd" Ault, III

2 whether you received a \$10 million line of credit from  
3 your bank?

4 A. I may have just been speaking in simplistic  
5 terms for him, but I think it was in ATM. I don't  
6 know if it was a -- I don't know what it was. I don't  
7 know what --

8 Q. Do you know who you were referring to when  
9 you say "our bank"?

10 A. It's probably Wainwright, but I'm guessing.

11 MR. VOLYNSKY: Don't guess.

12 THE WITNESS: Okay.

13 Q. You say, "I expect things to flow a little  
14 easier now."

15 What did you mean by that?

16 A. Well, if in fact we got a \$10 million line of  
17 credit, then it would be easier to pay our bills.

18 MR. MANDEL: Let's mark as the next exhibit,  
19 **Mandel Exhibit SS**  
20 number 60, a document bearing production  
21 numbers DEFENDANTS\_2016 through 2018.

22 (Exhibit 60 for identification.)

23 Q. Now, if you look toward the middle of the  
24 first page of Exhibit 60, Mr. Tencer indicates:

25 "Our position is that we have no problem  
to work with you and hold the equipment

1 Milton "Todd" Ault, III

2 beyond our agreed upon terms, as long as we  
3 know that you will honor your payment  
4 commitments within a reasonable time."

5 Do you recall him expressing that view?

6 A. It says here -- (sotto voce.)

7 Q. It's in the middle of the page. Do you see  
8 where it says "Willy Tencer wrote"?

9 A. Oh, yeah. Okay. Yeah, I see it.

10 Q. Do you recall him expressing that view at the  
11 time?

12 A. I have no reason to believe he didn't express  
13 that view. I did hear that from him, yes.

14 Q. And is that consistent with what message he  
15 continually gave you in your discussions during this  
16 relevant time period?

17 MR. VOLYNSKY: Objection. Form.

18 A. He was cooperative.

19 Q. And you would say he was reasonable; correct?

20 MR. VOLYNSKY: Objection. Form.

21 A. I think he was reasonable, yeah.

22 Q. And he tried to adjust the payment schedule  
23 to meet your cash flow problems; right?

24 MR. VOLYNSKY: Objection. Form.

25 A. I believe he was reasonable and tried to work

1 Milton "Todd" Ault, III  
2 with us for sure, yeah.

3 Q. And he indicates:

4 "The payment for the 1st batch has been  
5 substantially delayed and we are now  
6 approaching the due date for the payment of  
7 the 2nd batch."

8 You understand the first batch to be a  
9 reference to the first 500 machines; correct?

10 MR. VOLYNSKY: Objection. Form.

11 A. I believe that's what it meant, yeah.

12 Q. And the second batch is a reference to the  
13 600 remaining machines; right?

14 MR. VOLYNSKY: Objection. Form.

15 A. I believe it references the second batch was  
16 the 600, yeah.

**Mandel Exhibit TT**

17 MR. MANDEL: Let's mark as Exhibit 61 a  
18 document bearing production numbers DEFENDANTS\_2028 to  
19 2032.

20 (Exhibit 61 for identification.)

21 Q. Is the top e-mail on Exhibit 61 an e-mail  
22 that you sent to Mr. Tencer on April 10th, 2018?

23 A. It looks like it, yes.

24 Q. And in it you say:

25 "Willy, please call me. Here is the



1 Milton "Todd" Ault, III

2 closing date. This Friday the 13th. Then

3 about 5 days later the balance."

4 What did you mean by that message?

5 A. I don't have a reference to what -- where the  
6 closing was or what the balance was. I don't have the  
7 accounting at that time. I don't know.

8 Q. Is it your recollection that the closing  
9 referred to when the funds would be released from  
10 escrow for the first 500 machines?

11 MR. VOLYNSKY: Objection. Form.

12 A. I'm guessing. I'm really guessing. I don't  
13 know.

14 MR. MANDEL: Okay. Let's mark as Exhibit 62  
15 a document bearing production numbers DEFENDANTS\_2033  
16 to 2038.

17 (Exhibit 62 for identification.)

18 Q. Is the top e-mail in Exhibit 62 an e-mail  
19 that you sent to various individuals including  
20 Mr. Tencer on April 10th of 2018?

21 A. Yes.

22 Q. And in it you indicate:

23 "SRFK the law firm will get a  
24 1.3-plus million wire Friday the 13th. Once  
25 they get it you'll be notified. The

1 Milton "Todd" Ault, III

2 warehouse people on your team takes it from  
3 there. On first 500 S9's."

4 What were you referring to in that section of  
5 your e-mail?

6 A. It looks like we wired the money to the  
7 escrow and he's to deliver the 500 machines. That's  
8 what it looks like to me.

9 Q. It says, "A week later the following Friday  
10 we close on the last 600, repeating the same  
11 exercise."

12 So were you indicating as of April 10th,  
13 2018, that you intended to take the last 600 machines  
14 about a week after April 13th?

15 A. Yes.

16 Q. And was that your intention at the time?

17 A. Yes.

18 Q. And that's what you expressed to Mr. Tencer?

19 A. Yes.

20 Can I ask my lawyer a question now, please?

21 Q. If you want to take a break to talk to your  
22 lawyer, you can.

23 A. I don't want to take a break. I just want a  
24 minute.

25 MR. VOLYNSKY: Take a one-minute break.

1 Milton "Todd" Ault, III

2 MR. MANDEL: All right. Let's mark as  
Mandel Exhibit VV

3 Exhibit 64 a document bearing production  
4 numbers DEFENDANTS\_2099 to 2100.

5 (Exhibit 64 for identification.)

6 Q. And if you look at the top of Exhibit 64,  
7 there is an e-mail from Thomas Rose to Willy, you are  
8 CC'ed. It says, "Willy - the funds are now available  
9 for release."

10 Is it your understanding that the  
11 \$1.3 million was then put into escrow at this point in  
12 time?

13 A. I guess that's my understanding. I thought  
14 we paid them. Yeah.

15 Q. Now, at this point in time after the payment  
16 for the first 500 machines is made, it's April 16th,  
17 2018; correct?

18 MR. VOLYNSKY: Objection. Form.

19 A. If it were made then, yes. I mean, I don't  
20 see anything showing it was made. But assuming it was  
21 made, then yes, it's April 16, 2018.

22 MR. MANDEL: So let's mark as Mandel Exhibit WW  
23 document bearing production numbers BMS 554 through  
24 571.

25 (Exhibit 65 for identification.)

1 Milton "Todd" Ault, III

**Mandel Exhibit WW**

2 Q. And I can represent to you that Exhibit 65  
3 are documents that were produced by Blockchain showing  
4 the various confirmations on any payments that were  
5 made in connection with this transaction.

6 If you look at page 557, which is, I believe,  
7 the fourth page of the exhibit, you'll see a  
8 transaction referring to --

9 A. That was made.

10 Q. -- a payment of 1,387,485 on April 17th,  
11 2018, to Blockchain that came from the law firm  
12 Sichenzia Ross.

13 Does that refresh your recollection?

14 MR. VOLYNSKY: I'm just going to object to  
15 the characterization of the document that the payment  
16 was made from Sichenzia Ross to Blockchain Mining  
17 There are two companies that are listed there, and  
18 there's really no indication as to -- it says  
19 Timberlane Wood Products, Inc., and Blockchain Mining  
20 Supply.

21 MR. MANDEL: Say that again?

22 MR. VOLYNSKY: I said I was just objecting to  
23 your characterization that it shows that a payment was  
24 made from Sichenzia Ross to Blockchain Mining Supply  
25 It doesn't say that. It says "Sichenzia Ross" and "by

1 Milton "Todd" Ault, III  
2 order of," "beneficiary," it says Blockchain Mining  
3 Supply was a company listed as Timberlane Wood  
4 Products, Inc.

5 Q. Okay. But is it your understanding,  
6 Mr. Ault, that this document reflects the fact that  
7 the payment for the first 500 machines was made?

8 A. Yep. Thank you for clarifying that.

9 Q. And is it your understanding that payment was  
10 made on or around April 17th of 2018?

11 A. That's what I see, and I agree with you.

12 Q. Okay. Now --

13 A. Now, let's get the other part done and settle  
14 this so we can --

15 MR. VOLYNSKY: (Inaudible.)

16 THE WITNESS: Jesus Christ. This is a waste  
17 of fucking time. Sorry, everybody else.

18 MR. MANDEL: Dasha, do you have the number on  
19 the final signed contract, what exhibit number that  
20 was?

21 MS. CHESTUKHIN: Just one second.

22 THE WITNESS: (Sotto voce) -- thanks for  
23 letting me say that. Now I'm in a better mood.

24 MS. CHESTUKHIN: Okay. It was attached to  
25 the e-mail that was Exhibit 45.

**Mandel Exhibit HH**

1 Milton "Todd" Ault, III

2 BY MR. MANDEL:

**Mandel Exhibit HH**

3 Q. So let's go back to Exhibit 45 now. Can you  
4 pull that up?

5 MR. VOLYNSKY: Yeah, I kept that one up. I  
6 had a feeling we were going back to it.

7 Q. So if you look at page 2 of Exhibit 45, it  
8 sets out the schedule for payment on the 1100  
9 machines; correct?

10 A. Can you hold on one second? I'm just having  
11 a little difficulty here.

12 Q. Sure.

13 A. Yeah, I see it now. Thank you. Page 2.  
14 It's right there. Page 2. Yeah, but go back up for a  
15 second.

16 Q. Page 3 of the PDF, page 2 --

17 A. Okay. You're right.

18 Q. -- of the contract.

19 A. You're right.

20 Q. Thank you.

21 So if we look at sub 2 for the 500 machines,  
22 under the contract, that payment was due on  
23 March 23rd, 2018; correct?

24 A. Correct.

25 Q. And it ended up getting made about a month

1 Milton "Todd" Ault, III  
2 later in -- on April 17th of 2018; correct?

3 A. Correct.

4 Q. And the parties basically worked out an  
5 adjusted payment schedule for that; correct?

6 MR. VOLYNSKY: Objection. Form.

7 A. I don't know what that means, "worked out."  
8 Willy agreed to take the payment on the first 500  
9 because the contract effectively could be terminated  
10 after the 15th, I believe.

11 Q. Okay. So let's talk about that. If you look  
12 at sub 3, it says:

13 "The deposit will then be applied to the  
14 remaining 600 machines and power supplies  
15 that we will pick up after full payment.  
16 1,621,375 is made on or before April 15th,  
17 2018. If the payment for the 600 machines is  
18 not paid then, the deposit is nonrefundable."

19 Did you ever look at that clause at any time  
20 prior to April 17th, 2018?

21 A. I don't exactly know. What's your question?

22 Q. My question is, do you remember being aware  
23 of the existence of that clause prior to April 17,  
24 2018, when the first 500 machines were paid?

25 MR. VOLYNSKY: Objection.

1 Milton "Todd" Ault, III

2 A. The only thing I was aware of is on April  
3 15th Darren was saying that they could keep our  
4 deposit and walk away. I think there was some fear  
5 that they would sell them to somebody else.

6 Q. So you remember Darren expressing that to  
7 you?

8 A. I do, yeah.

9 Q. That after April 15th, what was your  
10 understanding of what could happen?

11 A. They could keep our deposit and sell the  
12 machines to somebody else.

13 Q. And were you concerned that might happen?

14 A. Yes.

15 Q. And you didn't want that to happen?

16 A. No. I wanted to buy the machines.

17 Q. Did you have an understanding that as of  
18 April 15th, 2018, you could have said to Willy, keep  
19 the deposit, I'm not interested in the other 600  
20 machines?

21 A. I believe we could have, yes.

22 Q. Did you consider doing that?

23 MR. VOLYNSKY: Objection. Form.

24 A. I don't recall considering --

25 MR. VOLYNSKY: I'm just going to caution the



1 Milton "Todd" Ault, III  
2 witness not -- to the extent this gets into  
3 conversations with counsel, not to disclose any of  
4 those communications.

5 Q. Right. I'm just asking whether --

6 A. No. I know. I know.

7 Q. -- whether you as a company, either DPW or  
8 Super Crypto, considered on or around April 15th of  
9 2018 saying to Mr. Tencer, you know what? You can  
10 have the deposit. We're not interested in the  
11 remaining 600 machines.

12 MR. VOLYNSKY: Objection. Form.

13 A. I don't really recall whether we discussed  
14 whether we should consider telling them that or not.  
15 I just remember wanting the machines.

16 Q. And that's what you expressed to Mr. Tencer  
17 repeatedly, didn't you?

18 MR. VOLYNSKY: Objection. Form.

19 A. I think it's fair to say that we tried to  
20 settle the matter and, when we were past whatever  
21 dates were involved, we tried to settle the matter,  
22 and I conveyed to him that we wanted to get him paid.

23 Q. But isn't it fair to say that between April  
24 15th and the time that the sale of the machines was  
25 made by Blockchain, that you consistently told Willy

1 Milton "Todd" Ault, III  
2 you wanted the machines?

3 MR. VOLYNSKY: Objection. Asked and  
4 answered. I don't know how many more times you're  
5 going to ask him the same question --

6 Q. You can answer.

7 MR. VOLYNSKY: -- (inaudible) the answer.

8 THE WITNESS: Am I to say something?

9 Q. You can answer.

10 A. I consistently told him that we wanted the  
11 machines.

12 Q. Okay. And you certainly never told him to  
13 keep the deposit and sell it to somebody else;  
14 correct?

15 MR. VOLYNSKY: Objection. Form.

16 A. I don't recall ever saying that to Willy.

17 Q. Do you know if Mr. Magot ever said that to  
18 Willy?

19 MR. VOLYNSKY: Objection to form.

20 A. I have no idea his conversation with  
21 Mr. Magot.

**Mandel Exhibit AAAA**

22 MR. MANDEL: Let's mark as Exhibit 66 a  
23 document bearing production numbers BMS 1323 to 1339.

24 (Exhibit 66 for identification.)

25 Q. If you look at the first page of Exhibit 66,

1 Milton "Todd" Ault, III

2 it's an e-mail from Mr. Magot to Mr. Rose, CC'ing  
3 Willy --

4 A. Hold on, hold on. We don't have it.

5 Q. Oh, I'm sorry.

6 A. Okay. Go ahead. We have it open now.

7 Q. Okay. If you look at the first page of  
Mandel Exhibit AAAA

8 Exhibit 66, it's an e-mail from Mr. Magot to Mr. Rose  
9 CC'ing Willy, and it asks for him to draft escrow  
10 instructions for the remaining 600 machines "which we  
11 expect to fun," I assume means fund, "by Friday this  
12 week or early next week."

13 Is it your recollection that as of April 17th  
14 you were working on funding to pay for the 600  
15 remaining machines to be delivered?

16 A. I don't know you, but you are asking me the  
17 same question over and over again. I already said  
18 that I was working on getting them paid and I was  
19 intending on buying the machines.

20 But to answer your question directly, it  
21 would have been our intention to be working on the  
22 financing to get them paid for the second set of the  
23 600 machines.

24 MR. MANDEL: Okay. So let's mark as  
25 Exhibit 67 a document bearing production

1 Milton "Todd" Ault, III  
2 numbers DEFENDANTS\_ 2124 to 2132.

3 (Exhibit 67 for identification.)

4 MR. VOLYNSKY: Are we going to hit 100  
5 exhibits?

6 THE WITNESS: He's thorough.

7 MR. VOLYNSKY: (Sotto voce comment.)

8 Q. If you look at the first page of Exhibit 67,  
9 it's an e-mail from Mr. Magot to Mr. Tencer and  
10 Mr. Rose saying, "Please find the escrow agreement for  
11 the second group of 600 machines."

12 Do you recall that an escrow agreement was  
13 actually entered into with respect to the second 600  
14 machines?

15 A. I actually don't. I don't recall exactly  
16 what was happening then.

17 Q. Okay. If you look at DEFENDANTS\_ 2127  
18 through 2132, does that contain an escrow agreement  
19 for the second 600 machines?

20 A. It looks like it does, yeah.

**Mandel Exhibit XX**

21 MR. MANDEL: And let's mark as Exhibit 68 a  
22 document bearing production numbers DEFENDANTS\_ 2234  
23 through 2243.

24 (Exhibit 68 for identification.)

25 Q. And if you look, the top e-mail is from

1 Milton "Todd" Ault, III

2 Mr. Magot to Willy and Mr. Rose saying, "Please find  
3 the fully executed agreement attached."

4 Does that refresh your recollection as to  
5 whether the escrow agreement was ever signed?

6 A. That's what it says, sure.

7 Q. And if you look at the last page of the  
8 exhibit, that does contain signatures for  
9 Super Crypto, the law firm, and Blockchain with  
10 respect to the escrow agreement; correct?

11 MR. VOLYNSKY: Objection. Form.

12 A. I believe you and I see it, yes.

13 Q. And that's an escrow agreement specifically  
14 covering the remaining 600 machines; correct?

15 MR. VOLYNSKY: Objection. Form.

16 A. That's correct.

17 Q. And your understanding is that under this  
18 agreement those machines were to be released once the  
19 remaining payment of \$1.6 million occurred; right?

20 MR. VOLYNSKY: Objection. Form.

21 A. I think there were some escrow -- there were  
22 some deposit money in there, but yeah.

23 Q. And is it correct that that \$1.6 million was  
24 never funded in terms of the escrow account? Right?

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III

2 A. Was 1.6 million in total put into that  
3 escrow?

4 Q. Was any money ever put into that escrow?

5 A. I don't know for sure. I don't think so.

6 Q. Now, it is true that after April 17th, 2018,  
7 DPW made a number of payments to Blockchain toward the  
8 600 remaining machines; correct?

9 MR. VOLYNSKY: Objection. Form.

10 A. I don't recall the amounts, but I know there  
11 were some payments made, because I think Willy had  
12 some storage costs or something.

13 Q. Well, beyond storage costs, weren't payments  
14 actually made toward the 600 machines?

15 MR. VOLYNSKY: Objection. Form.

16 A. I don't know. I don't remember what they  
17 were. They could have been.

18 Q. You don't remember that you were arranging  
19 for wires during that time period?

20 MR. VOLYNSKY: Objection. Form.

21 A. We may have. I mean, it was almost  
22 five years ago. Probably if you say so.

23 Q. Okay. You don't have a specific recollection  
24 one way or the other?

25 A. I don't.

1 Milton "Todd" Ault, III

2 MR. VOLYNSKY: Objection. Form.

3 A. I do not have a specific recollection of what  
4 was wired toward the second 600. I'm sure there's  
5 e-mails.

**Mandel Exhibit YY**

6 MR. MANDEL: Let's mark as Exhibit 69 a  
7 document bearing production number DEFENDANTS\_ 2349.

8 (Exhibit 69 for identification.)

9 Q. Do you recognize Exhibit 69 as an e-mail that  
10 Mr. Magot sent to Mr. Tencer CC'ing you on April 24th,  
11 2018?

12 A. I recognize it, yes.

13 Q. And in it, Mr. Magot says he:

14 "spoke with Todd yesterday and  
15 we are working on finalizing the financing  
16 timing for the last 600 machines. It appears  
17 that we are looking at later this week at the  
18 earliest."

19 Do you recall that was the timing that you  
20 were thinking of as of April 24th, 2018?

21 MR. VOLYNSKY: Objection. Form.

22 A. I don't recall exactly how I was working on  
23 the financing back then, but I don't disagree that we  
24 were trying to get it done.

25 Q. And in this e-mail Mr. Magot says:

1 Milton "Todd" Ault, III

2 "We are anxious to make the payment so  
3 that we can receive the machines and get them  
4 running."

5 That was still the expressed position of both  
6 Super Crypto and DPW as of April 24, 2018; correct?

7 MR. VOLYNSKY: Objection. Form.

8 A. Yeah. We intended to buy the machines still.  
9 Yeah.

**Mandel Exhibit ZZ**

10 MR. MANDEL: Let's mark as Exhibit 70 a  
11 document bearing production numbers DEFENDANTS\_ 2377  
12 to 2379.

13 (Exhibit 70 for identification.)

14 Q. And at the top of Exhibit 70, is that an  
15 e-mail that Mr. Magot sent to Mr. Tencer with you as a  
16 CC on May 1st of 2018?

17 A. Looks like it is, yes.

18 Q. Is it accurate that at that point DPW is  
19 still working on financing for the 600 machines?

20 MR. VOLYNSKY: Objection. Form.

21 A. Yes.

22 Q. And was it accurate that you hoped to make  
23 the final payment that week?

24 A. That's what it says, yes.

25 MR. VOLYNSKY: Objection. Form.



1 Milton "Todd" Ault, III  
2 at the time?

3 MR. VOLYNSKY: Objection. Form.

4 A. I've got no idea in May of 2018 who I was  
5 talking to.

6 Q. Or what bankers you were attempting to get  
7 financing from?

8 MR. VOLYNSKY: Objection. Form.

9 A. Yeah, I don't know.

10 MR. MANDEL: Let's mark as Exhibit 72 a **Mandel Exhibit AAA**  
11 document bearing production number DEFENDANTS\_ 2563  
12 through 2571.

13 (Exhibit 72 for identification.)

14 Q. And if you look at the top e-mail in  
15 Exhibit 72, it's from Mr. Magot to Willy with a CC to  
16 you. It says:

17 "I just spoke with Todd who is working  
18 with the NYSE to finalize approval of funds  
19 to buy the machines."

20 Do you have any understanding of what  
21 Mr. Magot is referring to in that e-mail?

22 A. I don't, but if you are going to do an equity  
23 financing and you are going to issue shares of DPW to  
24 raise capital, you would need to get approval to issue  
25 the shares from the New York Stock Exchange.

1 Milton "Todd" Ault, III

2 Q. And do you recall whether DPW was looking to  
3 issue shares at that point in time?

4 A. I think we were trying to raise money in many  
5 manners to settle our obligations or our commitments  
6 for growth for our subsidiaries, for funding our  
7 subsidiaries. We continued to raise money for years  
8 past this. So yes, it probably could have been, yes.

9 Q. Do you recall the substance of any of those  
10 discussions in May of 2018?

11 A. I do not. I do not.

12 MR. MANDEL: Let's mark as Exhibit 73 a  
13 document bearing production number DEFENDANTS\_2529  
14 through 2607 -- I'm sorry -- 2599 through 2601.

15 (Exhibit 73 for identification.)

16 Q. At the top e-mail, Mr. Magot --

17 A. Can you hold on one second, please?

18 Q. Sure.

19 A. (Sotto voce.) Sorry. I have a blood test I  
20 have to deal with. Sorry about that.

21 Q. At the top of Exhibit 73, there is an e-mail  
22 from Mr. Magot to you saying, "Making sure you saw  
23 this. Let's discuss how we will reply." And he's  
24 forwarding an e-mail from Mr. Tencer in which he's  
25 looking for a commitment now for a minimum payment as

1 Milton "Todd" Ault, III  
2 probably should have." But, you know, it is what it  
3 is. I don't know the details. I think he was just  
4 unhappy.

5 Q. But did you ever express the viewpoint that  
6 Super Crypto just didn't have the funds to pay him?

7 A. Yeah, I told him they didn't have the money.  
8 He knew that we were funding it through the parent.  
9 He was aware.

10 Q. And you had told him you were funding through  
11 the parent throughout the transaction?

12 A. I don't think you plan on telling someone how  
13 you are funding everything. I think just over time he  
14 learned that the parent was funding it. I mean, he  
15 asked me where the money was coming from or something  
16 like that, I guess. And I just -- you know, most of  
17 the conversations up until the end were pretty  
18 friendly.

**Mandel Exhibit BBB**

19 MR. MANDEL: Let's mark as Exhibit 77 a  
20 document bearing production number BMS 224.

21 (Exhibit 77 for identification.)

22 Q. If you look at Exhibit 77, it appears to  
23 reflect a wire transfer in the amount of \$50,000 being  
24 made on or around May 17th, 2018.

25 Do you recall such a transaction taking

1 Milton "Todd" Ault, III  
2 place?

3 A. No, I don't, actually.

4 Q. And it says "at the request of our customer  
5 Ault & Company, Inc."

6 What is Ault & Company, Inc.?

7 A. That's a private holding company that's a  
8 large shareholder of Ault Alliance.

9 Q. And was a large shareholder at the time of  
10 DPW?

11 A. Probably was, yeah.

12 Q. And if you look at the -- I'm sorry.

**Mandel Exhibit CCC**

13 Let's mark as Exhibit 78 a document bearing  
14 production numbers DEFENDANTS\_ 2691 to 2692.

15 (Exhibit 78 for identification.)

16 Q. If you look at Exhibit 78, in it Mr. Tencer  
17 acknowledges receipt of \$50,000 and you saying, "We  
18 used a new account because of a legal reason."

19 Do you have any understanding of what you  
20 meant by that?

21 A. We were getting issues with -- our own  
22 commercial banks at DPW started shutting us down  
23 because they found out we were crypto mining, so at  
24 one point they even shut down all my accounts, my  
25 wife's account, and our Girl Scout account, our

1 Milton "Todd" Ault, III

2 A. It is my understanding I believe it was  
3 causing us trouble raising money.

**Mandel Exhibit DDD**

4 MR. MANDEL: Let's mark as Exhibit 80 a  
5 document bearing production number DEFENDANTS\_2739.

6 (Exhibit 80 for identification.)

7 Q. In the e-mail at the bottom May 29th  
8 Mr. Tencer says:

9 "We received the wire you sent last  
10 week. Wire was only for \$5,000. Hopefully  
11 today's wire will be larger so that you can  
12 meet your target of having it paid off within  
13 10 day business days."

14 Do you have any recollection of telling  
15 Mr. Tencer that your target goal was to pay this off  
16 within 10 business days?

17 A. I have no reason to believe I didn't tell him  
18 that. I don't know Mr. Tencer to be a liar.

19 Q. And when you made that statement, was it your  
20 belief that you would be able to pay him off within 10  
21 business days?

22 MR. VOLYNSKY: Objection. Form.

23 A. I'm sure it was the hope that we could pay  
24 him off.

**Mandel Exhibit EEE**

25 MR. MANDEL: Let's mark as Exhibit 81 a

1 Milton "Todd" Ault, III  
2 document bearing production numbers DEFENDANTS\_ 2772  
3 to 73.

**Mandel Exhibit EEE**

(Exhibit 81 for identification.)

5 Q. This is an e-mail that appears to have been  
6 sent by Mr. Magot to you and Will Horne on May 31st of  
7 2018, and in it Mr. Magot describes Willy as a very  
8 reasonable person.

9 Did you agree with that assessment at this  
10 point in time?

11 MR. VOLYNSKY: Objection. Form.

12 A. Do I agree Willy is a reasonable person?  
13 Yes.

14 Q. And what Mr. Magot points to as proof of his  
15 being reasonable is the fact that you were under  
16 contract to pay by 4/30 and he is offering the  
17 extension to July 15th below.

18 Do you recall that Willy was offering an  
19 extension of over two months for you to complete the  
20 payment?

21 MR. VOLYNSKY: Objection. Form.

22 A. I don't recall what he was offering, no.

23 Q. Is it fair to say that you were unable to  
24 make the payment by July 15th?

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III

2 A. Is it fair to say that he sold the machines  
3 when we didn't make the payment? Yes.

4 Q. Right. But he didn't sell the machines as of  
5 July 15th; correct? He sold them in October or  
6 November of 2018; right?

7 A. I guess, yeah.

8 Q. And that was after about six months of  
9 promises that payment was coming; right?

10 MR. VOLYNSKY: Objection. Form.

11 A. Sure.

12 Q. And repeated promises that weren't kept;  
13 correct?

14 MR. VOLYNSKY: Objection. Form.

15 Q. You can answer.

16 A. I don't know what to answer. I've answered  
17 this 50 times. I'm not going to say another word.  
18 I'm not answering this question anymore. Stop asking  
19 me how many fucking times I said that we planned on  
20 paying him. It's ridiculous and you are wasting my  
21 time and yours. You are asking me did we intend to  
22 pay him just to annoy the shit out of me. I'm not  
23 doing it.

24 Q. I'm not asking whether you intended to pay  
25 him. I'm asking whether you repeatedly promised to

1 Milton "Todd" Ault, III

2 pay him and failed to keep those promises --

3 A. That's right --

4 Q. -- for a period of six months. Is that  
5 right?

6 MR. VOLYNSKY: Objection. Form.

7 A. That's right --

8 MR. VOLYNSKY: Objection. Form --

9 Q. You can answer.

10 MR. VOLYNSKY: -- legal conclusion.

11 A. That's right. We promised to pay him. We  
12 couldn't do it.

13 MR. MANDEL: Let's mark as Exhibit 82 a  
14 document bearing production number DEFENDANTS\_2790 to  
15 2791 -- 2790 to 2792.

16 (Exhibit 82 for identification.)

17 Q. This is a June 1st, 2018, e-mail from  
18 Mr. Magot to you at about 10:26 in the morning and he  
19 says:

20 "Willy is expecting some sort of wire  
21 today. If we aren't going to send one please  
22 let me know so I can manage him accordingly."

23 Do you recall whether you had any discussions  
24 with Mr. Magot about how he could manage Willy at that  
25 point?



1 Milton "Todd" Ault, III

2 A. No.

3 MR. MANDEL: Let's mark as Exhibit 83 a  
4 document bearing production number DEFENDANTS\_ 2794.

5 (Exhibit 83 for identification.)

6 Q. This is about an hour after the e-mail we  
7 just looked at, and in it Mr. Magot is forwarding to  
8 you an e-mail from Mr. Tencer, and he says, "Please  
9 advise."

10 Do you recall whether you did advise him  
11 about how to respond to a deal with that e-mail?

12 MR. VOLYNSKY: Objection. Form.

13 A. I don't recall.

**Mandel Exhibit FFF**

14 MR. MANDEL: Let's mark as Exhibit 84 a  
15 document bearing production number DEFENDANTS\_2795.

16 (Exhibit 84 for identification.)

17 Q. This is an e-mail that Mr. Magot sent to  
18 Willy CC'ing you later in the day on June 1st, 2018.

19 Do you recall whether you discussed the  
20 substance of this e-mail with Mr. Magot before he sent  
21 it?

22 MR. VOLYNSKY: Objection. Form.

23 A. I don't recall this e-mail at all, no.

24 Q. And you have no recollection of Mr. Magot  
25 e-mailing in June of 2018 that SCM would honor its

1 Milton "Todd" Ault, III  
2 obligation to finalize the purchase of the last 600  
3 machines?

4 MR. VOLYNSKY: Objection. Form. Asked and  
5 answered.

6 A. Yeah, we told them and so did -- Super Crypto  
7 wanted to buy the machines and we wanted to help them  
8 buy them, so -- we've said this already.

9 Q. And Mr. Magot says:

10 "We had a number of transactions occur  
11 recently, at the parent company level,  
12 related to acquisitions and growth. These  
13 transactions created unexpected delays and  
14 approvals that have delayed our ability to  
15 meet the original timeline/plan. With that  
16 said, we will still purchase the machines and  
17 will honor our obligation with you."

18 Do you have any understanding of what  
19 transactions at the parent company level he's  
20 referring to?

21 MR. VOLYNSKY: Objection. Form.

22 A. We had bought a company in Israel called  
23 Intertech and that led to a bunch of problems  
24 internally in getting the company financed. We worked  
25 through the problems, took a couple of months, and

1 Milton "Todd" Ault, III  
2 eventually got financing.

3 Q. And how did that affect the ability for  
4 Super Crypto to meet the timeline?

5 MR. VOLYNSKY: Objection. Form.

6 A. We didn't have any money, so there was no  
7 money to give to Super Crypto to pay Willy.

8 MR. MANDEL: Let's mark as Exhibit 85 a  
9 document bearing production numbers DEFENDANTS\_2822 to  
10 2825.

11 (Exhibit 85 for identification.)

12 Q. Exhibit 85 is an e-mail that Mr. Magot sent  
13 to Willy and you on June 7th, 2018, in which he asks  
14 to move the due date from July 31st to August 15th and  
15 he says, "This should be the last request."

16 Do you have any recollection of this e-mail?

17 A. I do not.

18 MR. MANDEL: Let's mark as Exhibit 86 a  
19 document bearing production numbers DEFENDANTS\_2896 to  
20 2899.

21 (Exhibit 86 for identification.)

22 Q. Do you recall this e-mail from Mr. Tencer on  
23 or around June 13th, 2018, in which he indicates:

24 "We must now declare you in default of  
25 our contract and will be handing this over to

1 Milton "Todd" Ault, III  
2 **Mandel Exhibit GGG**  
(Exhibit 87 for identification.)

3 Q. This is an e-mail sent a day after the e-mail  
4 we just looked at declaring a default, and in it  
5 Mr. Tencer says:

6 "To my surprise, just noticed today that  
7 we received a wire yesterday from DPW for  
8 5,000."

9 Do you recall that DPW was continuing to make  
10 wire payments to Blockchain as of June of 2018 toward  
11 payment of the remaining 600 machines?

12 MR. VOLYNSKY: Objection. Form.

13 Q. Do you recall?

14 A. What's the question? Can the court reporter  
15 read back the question?

16 (Record read by reporter as follows:

17 "QUESTION: This is an e-mail sent a day  
18 after the e-mail we just looked at declaring  
19 a default, and in it Mr. Tencer says:

20 "'To my surprise, just noticed today  
21 that we received a wire yesterday from DPW  
22 for 5,000.'

23 "Do you recall that DPW was continuing  
24 to make wire payments to Blockchain as of  
25 June of 2018 toward payment of the remaining

1 Milton "Todd" Ault, III

2 600 machines?")

3 MR. VOLYNSKY: Note my objection.

4 You can answer.

5 A. We intended to buy the machines. We told  
6 them we would prefer he didn't sell them. So I  
7 don't -- do I recall that we keep -- we made payments?  
8 Yes.

9 MR. MANDEL: Okay. Why don't we take a break  
10 of 10 minutes. I'm going to try and look through and  
11 streamline as much as I can. I appreciate it's  
12 getting late.

13 A. I'm sorry. It's Richard; right?

14 Is his name Richard?

15 MR. VOLYNSKY: Yes.

16 MR. MANDEL: Let's go off the record.

17 MR. VOLYNSKY: Are we off the record?

18 THE VIDEOGRAPHER: We're going off the  
19 record. The time is 3:21.

20 (Recess taken.)

21 THE VIDEOGRAPHER: Going back on the record.  
22 The time is 3:39.

**Mandel Exhibit HHH**

23 MR. MANDEL: Let's mark as Exhibit 88 a  
24 document bearing production number DEFENDANTS\_ 3203.

25 (Exhibit 88 for identification.)

1 Milton "Todd" Ault, III

2 Q. In the top e-mail that you sent to Mr. Tencer  
3 on July 17, 2018, you say, "We started wiring today.  
4 I know it's small but will build."

5 Do you recall that around July of 2018 you  
6 started making wires on a more regular basis?

7 A. I recall something like that, yeah.

**Mandel Exhibit III**

8 MR. MANDEL: And let's mark as Exhibit 89 a  
9 document bearing production numbers DEFENDANTS\_3210  
10 through 3212.

11 (Exhibit 89 for identification.)

12 Q. Is this an e-mail that you sent to Mr. Magot  
13 and Willy on July 17, 2018?

14 A. I see that, yeah.

15 Q. And in it you say, "Please don't laugh.  
16 \$1,000 today and it will increase daily."

17 Does that mean that the wire that you started  
18 sending was first for \$1,000?

19 A. We knew he had costs. We were just sending  
20 him some money to make sure he could keep the machines  
21 there till we figured it out.

22 Q. By the "costs," are you referring to storage  
23 costs?

24 A. Storage costs, capex, maybe carrying costs on  
25 the product. I don't know.

1 Milton "Todd" Ault, III

2 Q. You also say in the e-mail, "Also I am very  
3 confident that the \$2 million is underway."

4 Do you know what you meant by that?

5 A. I think at that time we were doing small  
6 financing, trying to dig our way out of the hole.

7 Q. Did that occur?

8 A. I think ultimately it did, yeah.

9 Q. Do you know when it occurred?

10 A. I don't know the exact timeline. We ended up  
11 leaving Wainwright and getting new financing and just  
12 starting off small. We have Baby Shelf Rules, so we  
13 had to kind of reset everything.

14 Q. And when did you replace Wainwright?

15 A. I think October or November, something like  
16 that.

**Mandel Exhibit JJJ**

17 MR. MANDEL: Let's mark as Exhibit 90 the  
18 document bearing production number DEFENDANTS\_3262,  
19 and this document actually runs to 3267.

20 (Exhibit 90 for identification.)

21 Q. Looking at Exhibit 90, this is an e-mail you  
22 sent to Mr. Tencer saying, "You were sent \$5,000  
23 today."

24 Is that an example of another wire that DPW  
25 made during this time frame?

1 Milton "Todd" Ault, III

2 A. Yes.

**Mandel Exhibit KKK**

3 MR. MANDEL: Let's mark as Exhibit 91 a  
4 document bearing production number DEFENDANTS\_3469.  
5 (Exhibit 91 for identification.)

6 Q. This is an e-mail dated July 27, 2018, that  
7 you sent to Mr. Tencer, and in it you say, "Wired you  
8 another 10,000 today."

9 Do you recall that was part of the continuing  
10 wires you had discussed earlier?

11 A. I have no reason to believe it's not.

**Mandel Exhibit LLL**

12 MR. MANDEL: Let's mark as Exhibit 92 a  
13 document bearing production number DEFENDANTS\_3258 --  
14 I'm sorry -- 3528 through 3532.

15 (Exhibit 92 for identification.)

16 Q. At the top of Exhibit 92 is an e-mail that  
17 you sent to Mr. Tencer on August 9th of 2018, and in  
18 it you say, "Why would I be wiring you if I intended  
19 not to pay. Clearly I have been wiring."

20 Do you recall what you meant by that?

21 A. I think he was threatening lawsuits, and I'm  
22 like telling the guy, listen, this is foolish, I'm  
23 going to pay you, so why sell me scenes and why sue  
24 me. Probably that was what it was. I don't know.

25 Q. And was the point of continuing to wire him



1 Milton "Todd" Ault, III  
2 money to assure him that you intended to pay?

3 MR. VOLYNSKY: Objection. Form.

4 A. There would be no other reason to wire him  
5 than to show him our intentions are to pay.

6 MR. MANDEL: Let's mark as Exhibit 93 a  
7 document bearing production number DEFENDANTS\_ 3562.  
8 This document actually runs to 3569.

9 (Exhibit 93 for identification.)

10 Q. If you look at the first page of the exhibit,  
11 it's an e-mail from you to Mr. Tencer dated  
12 August 13th, 2018. In it you say "Willy Flying to NYC  
13 today. As I suggested this would be the week we  
14 closed on funding."

15 Do you recall why you were flying to NYC?

16 MR. VOLYNSKY: Objection. Form.

17 A. I don't know why. I mean, within the  
18 geographical area I go to Boston and DC and, I think,  
19 Connecticut a lot, so you could fly into like  
20 Teterboro and go over to White Plains, which is in  
21 New York and then that was pretty close to  
22 Connecticut. A lot of the funding I did was in  
23 Connecticut.

24 Q. Do you recall what funding you were talking  
25 about closing?

1 Milton "Todd" Ault, III

2 A. No. It was four years ago.

3 Q. And do you know whether that funding actually  
4 did close in August --

5 A. It ultimately closed funding. I don't know  
6 if it --

7 MR. VOLYNSKY: Objection. Form.

8 You can answer.

9 A. We ultimately closed funding. I don't know  
10 if it come from this meeting or multiple meetings or  
11 whatever. Ultimately we raised money through a firm  
12 called -- we did Wilson Davis for like 4-1/2,  
13 5 million, and then we did Ascendant for 40 million,  
14 and then we did Ascendant for 200 million, and then  
15 we did another 150 million with Ascendant. So we  
16 ultimately -- they were fruitful, but ultimately it  
17 ended up being Ascendant out of Newport.

18 Q. But all that funding took place after the  
19 machines had already been resold by Blockchain;  
20 correct?

21 MR. VOLYNSKY: Objection. Form.

22 A. I believe so, yeah.

23 Q. And you would agree that as of August 13th,  
24 2018, you had been promising payment for about  
25 four months now; right?

1 Milton "Todd" Ault, III

2 MR. VOLYNSKY: I don't know how many times  
3 are you going to ask the same question.

4 THE WITNESS: He's a persistent guy.

5 MR. VOLYNSKY: Give up.

6 THE WITNESS: Hey, he was in the Navy. He's  
7 persistent.

8 MR. VOLYNSKY: Exactly what you need.

9 THE WITNESS: I love Navy guys.

10 MR. VOLYNSKY: Aggressive need during my  
11 deposition of your client.

12 THE WITNESS: I love Navy guys. They are  
13 going to get the job done. I'm good.

14 Yes, I agree with you that we persistently  
15 told them we were going to pay them, if that was your  
16 question.

17 My dad was in the Navy.

18 Q. Did it occur to you at any point in time that  
19 he had reasons to doubt whether you were going to  
20 carry through on that promise?

21 MR. VOLYNSKY: Objection to form.

22 A. I can understand why he would have doubt, but  
23 why would someone keep sending money if they didn't  
24 intend to do it. But I get your point. I mean, it's  
25 a reasonable thing. He didn't know me.

1 Milton "Todd" Ault, III

2 A. I didn't do any reconciliation here, so it  
3 probably is accurate, but I never looked at it.

**Mandel Exhibit MMM**

4 MR. MANDEL: Let's mark as Exhibit 95 a  
5 document bearing production numbers DEFENDANTS\_3732 to  
6 3733.

7 (Exhibit 95 for identification.)

8 Q. If you look at the top e-mail, that's an  
9 e-mail that you sent to Mr. Tencer on September 7th of  
10 2018, and in it you say, "Everything looks good to pay  
11 you down."

12 Do you recall making that statement on or  
13 around September 7, 2018?

14 A. No, but I have no reason to object this  
15 wasn't my e-mail, that I didn't make that statement.

**Mandel Exhibit NNN**

16 MR. MANDEL: Let's mark as Exhibit 96 a  
17 document bearing production numbers DEFENDANTS\_3765  
18 through 3766.

19 (Exhibit 96 for identification.)

20 Q. At the top is an e-mail from Mr. Magot to you  
21 and to Willy dated September 14, 2018, and in it he  
22 says:

23 "We wanted to be sure that you saw our  
24 announcement today where we got approval to  
25 raise 23.5 million, and we have begun the

1 Milton "Todd" Ault, III

2 MR. MANDEL: I think it is funny. I was  
3 laughing.

4 Q. So if you look at Exhibit 100, it looks like  
5 it's an e-mail that you sent to Mr. Tencer really  
6 almost less than a minute after the e-mail we just  
7 looked at where you said "I agree," and in this e-mail  
8 you just say "I am sorry."

9 Do you have any understanding of why you were  
10 sending an e-mail at that point in time that said "I  
11 am sorry"?

12 A. We like to honor the commitments of the  
13 subsidiaries, the commitments we make at the parent  
14 company. We don't like to get anyone financially  
15 hurt, and I was sorry that it wasn't working out. And  
16 I wish I could have done a better job of convincing  
17 him just to be patient, but he couldn't do it,  
18 apparently.

19 Q. And as of October 23rd, 2018, were you able  
20 to provide him any definitive timetable by which the  
21 obligation would be paid?

22 A. I don't recall what I tried to provide him or  
23 I don't know what I said to him. I think he had a  
24 lawyer or he was -- I don't know if we were even  
25 talking.

1 Milton "Todd" Ault, III  
2 **Mandel Exhibit WW**

3 Q. And let's just go back to Exhibit 65, if you  
4 can.

5 A. 65?

6 Q. Yeah. I just want to show you, these are all  
7 the wire confirmations that we have relating to  
8 transfers that came through DPW, and do you have that  
9 up on the screen, Exhibit 65?

10 MS. CHESTUKHIN: I dropped it into the chat  
11 again so you don't have to look for it.

12 A. We have it, yes.

13 Q. If you look at the last page of Exhibit 65 --  
14 these are in chronological order -- the last date is  
15 from August 17th, 2018.

16 Do you -- are you aware of any wires or  
17 payments that were made by DPW after August 17th,  
18 2018, toward payment of the 600 machines?

19 A. I don't know. I'm not aware or not unaware  
20 or aware that any were made. I don't know.

21 Q. If you assume for the moment that no wires  
22 were made after August 17, then by the date of October  
23 23rd it had been more than two months without any  
24 additional payments being made; correct?

25 MR. VOLYNSKY: Objection to form.

A. I don't know if there were additional

1 Milton "Todd" Ault, III

2 payments. If you assume there wasn't any payments,  
3 then he hadn't gotten any payments. What's the  
4 question?

5 Q. Well, I'm saying the records that we've seen  
6 in this case, the documents that have been produced  
7 and the documents our clients have, don't reflect any  
8 payments after August 17.

9 I take it you are not in a position to  
10 dispute that. You don't know of any payments that  
11 were missing or not credited you with. Correct?

12 A. I haven't done the accounting, but I'm not  
13 aware whether there was or was not additional payments  
14 after August 17.

15 Q. If that's the case, then as of October 23rd,  
16 it had been more than two months since any money had  
17 been paid toward the obligation; correct?

18 MR. VOLYNSKY: Objection. Form.

19 A. If your facts are correct, it would be  
20 two months later, yeah.

21 Q. And there had also been no indication of any  
22 firm date by which that payment was going to be made;  
23 correct?

24 MR. VOLYNSKY: Objection. Form.

25 A. I don't know if I can say that. I think we

1 Milton "Todd" Ault, III

2 were conveying to him that we still wanted to pay him.

3 Q. That you wanted to pay, but you didn't have  
4 any firm assurances as to when you were going to be  
5 able to pay that; correct?

6 A. I don't --

7 MR. VOLYNSKY: Objection. Objection. Form.

8 A. I don't think we had any assurances we could  
9 pay him at that point, no.

10 Q. And it had been six months past the point  
11 when the payment was supposed to be made; correct?

12 MR. VOLYNSKY: Objection. Form.

13 A. I don't disagree that it probably was  
14 six months, yeah.

15 MR. MANDEL: Let's mark as Exhibit 101 a  
16 document bearing production number DEFENDANTS\_4297.

17 (Exhibit 101 for identification.)

18 Q. Exhibit 101 is an e-mail that Mr. Tencer sent  
19 to you on October 26th, 2018, and it indicates that  
20 this constitutes formal notice that Blockchain intends  
21 to resell all or some of the remaining 600 machines.

22 Do you recall receiving it?

23 A. I don't recall, but it doesn't mean I didn't.

24 Q. Do you recall becoming aware in late October  
25 that Blockchain planned to resell the machines?



1 Milton "Todd" Ault, III

2 A. I do recall Darren telling me they were  
3 selling them, yeah.

4 Q. And did you do anything in response to that?

5 MR. VOLYNSKY: Objection. Form.

6 A. I don't recall at all. I don't know what I  
7 did. Probably encouraged them not to sell them. I  
8 don't know.

**Mandel Exhibit 000**

9 MR. MANDEL: Let's mark as Exhibit 102 a  
10 document bearing production number DEFENDANTS\_ 3171.

11 (Exhibit 102 for identification.)

12 Q. Do you recall receiving this e-mail from  
13 Mr. Tencer on or around July 12, 2018?

14 A. The storage bill?

15 Q. Yes.

16 A. I don't recall whether I got it or not. I'm  
17 sure I did.

18 Q. In the e-mail he says:

19 "You've told me on numerous occasions  
20 that although there was a delay in your  
21 payment you would reimburse us for the  
22 warehouse charges."

23 Is that an accurate statement by Mr. Tencer?

24 Q. Yes.

25 MR. VOLYNSKY: Objection. Form.

1 Milton "Todd" Ault, III

2 THE WITNESS: Sorry, bro.

3 Yep, that's an accurate statement. I did say  
4 I would reimburse them.

5 Q. And was it your understanding that the  
6 warehouse charges he was charging to you were \$300 a  
7 day?

8 A. Something like that. I don't know what the  
9 exact amount was.

10 MR. MANDEL: All right. I have no further  
11 questions at this time.

12 The one thing I will say, you know, there are  
13 a number of e-mails that we were going to stipulate to  
14 the authenticity, but I'll just work that out with  
15 you, Rob, before Mr. Magot's deposition, and hopefully  
16 we can get it taken care of by stipulation and not  
17 waste any more time with Mr. Ault and hopefully not  
18 have to waste any time from Mr. Magot either on those  
19 details.

20 MR. VOLYNSKY: Yeah, that's fine.

21 I have just one question for Mr. Ault.

22 EXAMINATION BY

23 MR. VOLYNSKY:

24 Q. Which is, at any time did Mr. Tencer express  
25 to you that he understood, it was his understanding

1 I JANET C. TRIMMER, Registered Professional  
2 Reporter, Certified Realtime Reporter, and Nevada  
3 Certified Court Reporter No. 864, do hereby certify  
4 that prior to the commencement of the examination,  
5 MILTON "TODD" AULT, III, was duly remotely sworn by me  
6 to testify to the truth, the whole truth and nothing  
7 but the truth.

8 I ALSO CERTIFY that the foregoing is a  
9 verbatim transcript of the testimony as taken  
10 stenographically by me at the time, place and on the  
11 date hereinbefore set forth, to the best of my  
12 ability.

13 I FURTHER CERTIFY (1) I am not a relative,  
14 employee or independent contractor or counsel of any  
15 of the parties; nor a relative, employee or  
16 independent contractor of the parties involved in said  
17 action; nor a person financially interested in the  
18 action; nor do I have any other relationship with any  
19 of the parties or with counsel of any of the parties  
20 involved in the action that may reasonably cause my  
21 impartiality to be questioned.

22  
23 

24 JANET C. TRIMMER

CERTIFIED COURT REPORTER NV 864 - Firm Number 008F

25 Dated: 01-18-2023 Esquire Deposition Solutions, LLC

A				
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